THE AMAZING SPIDER-MAN®

DITKO + WHITE

MARVEL MASTERWORKS®

BY STAN LEE & STEVE DITKO

MARVEL

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

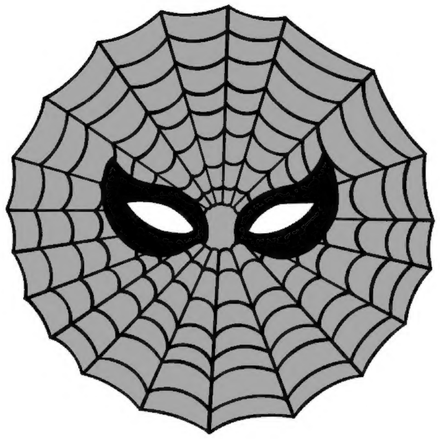
VOLUME 3

COLLECTING

THE AMAZING SPIDER-MAN Nos. 20-30

& ANNUAL No. 2

STAN LEE • STEVE DITKO



Collection Editor
Cory Sedlmeier
Book Design
Nickel DesignWorks
SVP of Publishing Sales & Circulation
David Gabriel
SVP of Brand Planning & Communications
Michael Pasciullo
Digital Manager/Production
Tim Smith 3
Digital Production
Kou Chen
Editor in Chief
Axel Alonso
Chief Creative Officer
Joe Quesada
Publisher
Dan Buckley
Executive Producer
Alan Fine

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

MARVEL MASTERWORKS
CREDITS

THE
AMAZING SPIDER-MAN
NOS. 20-30 & ANNUAL NO. 2

Writer: Stan Lee

Artist & Plotter: Steve Ditko

Letterers: Sam Rosen (Nos. 20, 21, 24-26, 28, 29, Annual No. 2)
Art Simek (Nos. 22, 23, 27, 30)

Collection Cover Art: Steve Ditko & Dean White

Color & Art Reconstruction: Michael Kelleher & Kellustration

Special Thanks: Ralph Macchio & Tom Brevoort

MARVEL MASTERWORKS

CONTENTS

Introduction by Stan Lee

The Amazing Spider-Man #20, January 1965
"The Coming of the Scorpion!"

The Amazing Spider-Man #21, February 1965
"Where Flies the Beetle…!"

The Amazing Spider-Man #22, March 1965
"The Clown, and His Masters of Menace!"

The Amazing Spider-Man #23, April 1965
"The Goblin and the Gangsters"

The Amazing Spider-Man #24, May 1965
"Spider-Man Goes Mad!"

The Amazing Spider-Man #25, June 1965
"Captured by J. Jonah Jameson!"

The Amazing Spider-Man #26, July 1965
"The Man in the Crime-Master's Mask!"

The Amazing Spider-Man #27, August 1965
"Bring Back My Goblin to Me!"

The Amazing Spider-Man #28, September 1965
"The Menace of the Molten Man!"

The Amazing Spider-Man Annual #2, 1965
"The Wondrous World of Dr. Strange!"

The Amazing Spider-Man #29, October 1965
"Never Step on a Scorpion!"

The Amazing Spider-Man #30, November 1965
"The Claws of the Cat!"

INTRODUCTION
BY STAN LEE

Let's face it. Writing an intro to this third volume of Spidey's earliest sagas is like writing an intro to *Grimm's Fairy* Tales. I mean, what can I write that you don't already know?

However, the Marvel Bullpen left these two pages to be filled, and nobody, but nobody, wants to get the Bullpen mad! So kick off your shoes and get comfortable as we see if we can get in the mood together for the fun and frolic that awaits us on the pages ahead.

We're layin' eleven feature-length Spidey classics on you, all illustrated and co-plotted by the incredibly talented Steve Ditko. And if you want to know just how talented he really is, bear in mind that even today, many years later when styles and tastes have changed incalculably, Steve's unique illustrations, action sequences and sense of pacing are just as breathtakingly impressive now as they were in those halcyon days of yore.

As for the stories themselves, I think you'll find a few unexpected treats among them. For example, in issue #23, Peter grows increasingly jealous of the relationship between Ned Leeds and Betty Brant, though he hasn't too much time to worry about it since he becomes involved in a never-to-be- forgotten battle with the Green Goblin. And let us not forget ex-gang leader Frederick Foswell, formerly known as "The Big Man." Not only is he now out of jail, but Jonah Jameson has hired him as a reporter! Looks like Spidey will have a lot to keep him busy.

As for the subsequent issues, you'll see Spidey turning to a psychiatrist for help after he becomes convinced he may be going mad! And wait'll you learn who the mysterious shrink himself turns out to be. Next, our hero has to battle a seemingly indestructible robot, and if that isn't bad enough, the deadly mechanical marauder is actually controlled by the sneering, leering J. Jonah Jameson himself! You'll also get your first encounter with marvelous Mary Jane, though neither you nor Peter will yet catch a glimpse of her.

The next two issues deal with the fact that both the Crime-Master and the Green Goblin know each other's identities, but Frederick Foswell has one sinister secret of his own! Peter and Flash finally come to blows, and Gobby actually captures our hero. Then the action really starts!

Finally we learn Foswell's secret as well as the secret of the Crime-Master, who dies before our eyes.

But, since Marvel never wants a True Believer to feel he or she has been shortchanged, we've added two classic tales to make sure your plate of thrills and action is overflowing. You'll encounter the menace of The Molten Manand see Spidey try to figure out how to defeat a villain who's far stronger than he. He'd better figure it out fast, too, because his life is on the line. Then, our hero finally graduates high school and heads for a new life at Empire State University. But Fate still has surprises up her sleeve. Suddenly, the murderous Scorpion appears and wouldn't you know it, Jameson suspects that Scorpy is Spidey's partner! But you'll get a kick out of seeing what happens to Jolly Jonah as the action accelerates!

You may wonder what Marvel could possibly do to top the bedazzlement we've already placed before you, but leave it to us! For a rollicking, rocketing, riveting bonus we've included a tale from the *Amazing Spider-Man Annual* #2 entitled "The Wondrous World of Doctor Strange!" And hey, when you consider the fact that our rather unique villain, a nefarious necromancer named Xandu, sends Spidey to an unknown dimension in his battle to recover the mystic Wand of Watoomb, you've got to admit we're in for an adventure that's slightly out of the ordinary; especially since Dr. Strange himself joins the battle in one of Steve Ditko's weirdest and wildest fantasy fight-fests!

And, by the time you turn the final page, if you're still panting for more, no-sweat—our next Masterwork will soon be hurtlin' your way!

EXCELSIOR

1989

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

20 JAN

IND.

HOW CAN SPIDEY BATTLE A FOE WHO IS STRONGER THAN HE IS???

YOU'RE ABOUT TO MEET ONE OF MARVEL'S NEWEST, GREATEST ARCH-VILLAINS...

"THE SCORPION!"

SPIDER-MAN

"THE COMING OF THE SCORPION!"

OR: "SPIDEY BATTLES SCORPEY!"

BE SURE TO KEEP YOUR EYE ON THE STARTLING SCORPION! WE PREDICT THAT HE'S DEFINITELY A CANDIDATE FOR THE SUPER-VILLAINS' HALL OF FAME!

MANY READERS HAVE ASKED WHY STAN'S NAME IS ALWAYS FIRST ON THE CREDITS! AND SO, BIG-HEARTED LEE AGREED TO PUT STEVEY'S NAME FIRST THIS TIME! HOW ABOUT THAT?!!

ILLUSTRATED BY: STEVE DITKO
WRITTEN BY: STAN LEE
LETTERED BY: S.ROSEN

... BUT WE STILL HAVE A FEELING THAT SNEAKY STAN PUT SOMETHING OVER ON US! ANYWAY, NOW IT'S TIME FOR THRILLS, CHILLS, AND SPILLS ...

REMEMBER THE MYSTERIOUS FIGURE WHO FOLLOWED PETER PARKER HOME FROM SCHOOL LAST ISH? HERE HE IS AGAIN, THE NEXT DAY, STILL LURKING IN THE SHADOWS, WAITING FOR THE UNSUSPECTING TEEN-AGER...

SO LONG, LIZ! SEE YOU AROUND, FLASH!

'BYE, PETEY!

GO PLAY IN TRAFFIC, PEST!

AHH, THERE HE IS!

BUT THIS TIME, PETER'S PURSUER GETS OVERCONFIDENT AND FOLLOWS JUST A BIT TOO *CLOSE!*

MY *SPIDER SENSE* IS TINGLING! THERE'S SOME SORT OF *DANGER* NEAR!

IT'S COMING FROM *BEHIND* ME! NOBODY THERE BUT THAT STRANGER, TRYING DESPERATELY TO PRETEND HE'S AN INNOCENT PEDESTRIAN!

THEN, AFTER PETER HAS REACHED HOME...

I WAS *RIGHT!* HE'S WATCHING THE HOUSE NOW! BUT, *WHY...??*

I NEVER SAW HIM BEFORE... DON'T KNOW WHO HE IS! CAN IT BE THAT SOMEBODY HAS FIGURED OUT MY SECRET IDENTITY AT *LAST??*

WELL, THERE'S ONLY ONE WAY TO FIND OUT! AND, WHAT I HAVE TO DO *NOW*, HAD BETTER BE DONE BY... *SPIDER-MAN!*

HE'S WALKING AWAY! THAT SUITS ME FINE! HERE'S WHERE THE *FOLLOWER* BECOMES THE *FOLLOWED!!*

TWO BLOCKS LATER...

IT'S NO TRICK TO FOLLOW SOMEONE SILENTLY WHEN YOU'VE GOT THE POWER OF A THOUSAND SPIDERS!

HE WENT INTO THAT PHONE BOOTH! WHO CAN HE BE *CALLING?*

TOO BAD I COULDN'T *HEAR* HIM FROM THIS HIGH UP! UH OH! HE'S HEADING BACK TOWARDS MY HOUSE AGAIN!

TRAVELING IN HIS OWN UNIQUE MANNER, THE AMAZING SPIDER-MAN ATTEMPTS TO BEAT THE MYSTERIOUS STRANGER TO HIS DESTINATION...

IT'S ALMOST AS THOUGH HE'S AN *AGENT* FOR SOMEONE ELSE, AND PHONED HIS BOSS FOR FURTHER INSTRUCTIONS!

BUT, REACHING HIS HOME, SPIDEY FINDS...

TOO MUCH TRAFFIC GOING BY THE OTHER SIDE... AND MY UNKNOWN PLAYMATE IS COMING FROM *THIS* SIDE!

I CAN'T LET ANYONE SEE *SPIDER-MAN* SWINGING INTO PETER PARKER'S WINDOW... IT COULD BE A TIP-OFF TO WHO I REALLY *AM!*

BUT, IF I CAN DIVERT THAT SNOOPER'S ATTENTION FOR A MINUTE----

SECONDS LATER, A STRANGE, BAT-SHAPED OBJECT WHIZZES PAST THE STARTLED MAN BELOW ... CAUSING HIM TO MOMENTARILY FORGET HIS MISSION!

WHAT IN BLAZES IS *THAT??*

PERFECT! HE TURNED HIS HEAD JUST LONG ENOUGH FOR ME TO SWING IN THROUGH MY WINDOW, UNSEEN!

AND MY LITTLE FLYING BAT WILL HAVE TURNED INTO A THIN STRAND OF WEBBING AGAIN BEFORE HE CAN FIND IT!

BUT, IN AN EFFORT TO RETAIN HIS BALANCE AFTER THE FLYING LEAP, SPIDEY ACCIDENTALLY BUMPS INTO THE WALL OF HIS ROOM...

DARN IT! I HOPE THIS DOESN'T WAKE UP AUNT MAY!

THUMP!

I HEAR HER FOOTSTEPS *NOW!* I WAS *AFRAID* OF THAT! GOTTA CHANGE *FAST!*

ARE YOU ALL RIGHT, PETER DEAR? I THOUGHT I HEARD...

GOSH, I'M SORRY I DISTURBED YOU, AUNT MAY! I ACCIDENTALLY KNOCKED OVER A CHAIR!

THEN, AFTER HIS AUNT HAS LEFT...

HE'S OUT THERE! THERE'S NOTHING I CAN DO BUT LET HIM *CONTINUE* THIS CAT AND MOUSE GAME, UNTIL I CAN FIGURE OUT WHAT HE'S AFTER!

BUT I MUST BE CAREFUL TO DO NOTHING TO REVEAL MY SECRET IDENTITY TO HIM!

AND, THE NEXT MORNING...

"OLD FAITHFUL" IS STILL THERE! LOOKS LIKE HE'S MAKING A LIFETIME JOB OF THIS!

WELL, AS LONG AS I'M *AWARE* OF HIM, HE CAN'T ATTACK ME BY SURPRISE!

BETTY USUALLY GETS TO WORK EARLY ON SATURDAY, SO I'LL PAY HER A VISIT!

AND, IN THE NEWSPAPER OFFICE OF J. JONAH JAMESON, PUBLISHER, AND UNDISPUTED HEAD OF THE "*I HATE SPIDEY*" BOOSTERS...

WHAT'S THIS NEW ITEM? SOME NUTTY SCIENTIST CLAIMS TO HAVE FOUND A WAY TO CAUSE ARTIFICIAL MUTATIONS IN ANIMALS! HMPH! BIG DEAL!

WHY DO MY EDITORS BOTHER SHOWING ME PROOFS OF EVERY UNIMPORTANT STORY THAT COMES ALONG?

NOW, IF SOMEONE DISCOVERED AN *ANTI-SPIDER-MAN* SERUM, *THAT* WOULD BE A STORY! *OH*, HOW I HATE THAT WEB-SPINNING, WALL-CRAWLING MASKED MENACE!

IF ONLY THERE WERE SOMEONE *STRONGER* THAN HIM THAT I COULD HIRE TO... *HEY!* WAIT A MINUTE! THAT'S *IT!* THAT'S THE *ANSWER!*

LET'S *SEE* NOW... WHAT'S THE NAME AND ADDRESS OF THAT EGGHEAD WHO CAN CAUSE ARTIFICIAL MUTATIONS??

THIS IS MY GREATEST INSPIRATION! I'LL RID THE WORLD OF SPIDER-MAN ...ONCE AND FOR ALL! I'LL PROBABLY GET A MEDAL!

HERE IT IS... DR. FARLEY STILLWELL! THIS IS *PERFECT!* HE LIVES RIGHT HERE IN THE CITY!

AND I HAVE JUST THE MAN I NEED TO *HELP* ME WITH MY BRILLIANT STROKE OF GENIUS!

MEANWHILE, OUTSIDE THE *DAILY BUGLE* BUILDING...

HE'S PROBABLY GOING IN TO SEE HIS GIRL FRIEND! THIS IS MY CHANCE TO TAKE A BREAK!

I'LL RUSH OFF AND REPORT TO THE *BOSS* NOW!

SO FAR IT'S BEEN A COMPLETE WASTE OF TIME! I HAVEN'T BEEN ABLE TO LEARN WHAT THE BOSS WANTS TO KNOW!

I MIGHT AS WELL GET READY FOR HIM TO FLY OFF THE HANDLE! HE *HATES* TO HAVE ANYONE FAIL HIM!

COME IN!

BOSS, I JUST WANTED TO LET YOU KNOW I'M STILL *TRYING*, BUT SO FAR I HAVEN'T BEEN ABLE TO...

MAC GARGAN! JUST THE MAN I WANT TO SEE! NEVER MIND YOUR REPORT! I'VE *LOST INTEREST* IN PETER PARKER!

I'VE A *NEW* JOB FOR YOU... SOMETHING MUCH MORE *IMPORTANT* THAN FOLLOWING PARKER TO LEARN HOW HE MANAGES TO GET THOSE GREAT NEWS PHOTOS WHICH HE SELLS ME!

THE JOB I HAVE FOR YOU *NOW* MIGHT BE *DANGEROUS*, GARGAN...

WHO CARES? YOU KNOW *ME*, BOSS! JUST AS LONG AS THE *PAY* IS GOOD! SO, WHAT'S THE PITCH?

MEANWHILE, PETER PARKER SPEAKS TO JAMESON'S SECRETARY IN JJJ'S OUTER OFFICE...

PETER, I'M SURE YOU REMEMBER NED LEEDS, THE REPORTER I INTRODUCED TO YOU A COUPLE OF DAYS AGO!

SURE! HOW'S IT GOING, NED?

FINE, PETE! AS A MATTER OF FACT, I'M HEADING FOR AN IMPORTANT ASSIGNMENT!

MR. JAMESON IS SENDING ME TO *EUROPE*, TO COVER THE DISARMAMENT CONFERENCES...

HEY, THAT'S *GREAT!*

HE'S A REAL NICE GUY, BUT BETTY WAS SEEING TOO MUCH OF HIM! FOR ONCE, THINGS ARE GOING *MY* WAY!

NED LEAVES TONIGHT, PETER!

SUDDENLY, JAMESON'S DOOR SWINGS OPEN, AND...

I'LL BE *GONE* FOR A FEW HOURS, MISS BRANT! TAKE ALL MY MESSAGES!

YES, SIR! OF COURSE!

C'MON, GARGAN! I'M IN A *HURRY!*

THE MAN HE CALLED "GARGAN"... *HE'S* THE ONE WHO'S BEEN TAILING ME! HE MUST HAVE BEEN DOING IT FOR *JAMESON!* BUT... *WHY?*

WHY DON'T YOU COME WITH BETTY TO SEE ME OFF, PETE? J.F.K. AIRPORT IS LESS THAN AN HOUR FROM HERE!

THAT WOULD BE *WONDERFUL*, PETER! THEN WE COULD RIDE BACK TO THE CITY TOGETHER!

SURE! I'LL BE GLAD TO!

THAT'S A RELIEF! THEY CAN'T BE SERIOUS ABOUT EACH OTHER IF THEY INVITED *ME* ALONG!

TOO BAD, THOUGH! I'D MUCH RATHER HAVE FOLLOWED JAMESON! OH, WELL...

A SHORT TIME LATER, AT THE LABORATORY OF DR. FARLEY STILLWELL ...

YOU MEAN YOU ACTUALLY MUTATED A RAT SO IT CAN SWIM LIKE A FISH ... AND ENABLED A FISH TO BREATHE AIR LIKE A RAT?

WELL, "MUTATED" IS NOT THE EXACT SCIENTIFIC WORD, MR. JAMESON!... BUT I BELIEVE YOU SUMMED IT UP ACCURATELY ENOUGH!

MY WORK, IF PROPERLY DEVELOPED, MIGHT BE OF GREAT VALUE TO FARMERS, BOTANISTS AND THE LIKE! I'M DELIGHTED THAT YOU'VE SHOWN SUCH INTEREST! AN INFLUENTIAL MAN LIKE YOU, PUBLICIZING MY FINDINGS, COULD FURTHER THE CAUSE OF SCIENCE IMMEASURABLY!

SURE, SURE! NATURALLY! BUT IT'S NOT *SCIENCE* I'M INTERESTED IN RIGHT NOW! I WANT YOU TO WORK ON A *SPECIAL PROJECT* FOR ME! IF IT WORKS, I'LL PAY YOU $10,000!

I'M A RESEARCH SCIENTIST! I DON'T ACCEPT PRIVATE JOBS FOR PAY! AND YET... WITH $10,000 I COULD BUY NEW EQUIPMENT... NEW MATERIALS! I..I'M JUST NOT IN A POSITION TO *REFUSE* YOU, MR. JAMESON! WHAT IS YOUR PROJECT?

I WANT YOU TO TRY YOUR EXPERIMENT ON A *HUMAN BEING!* I WANT YOU TO GIVE A *MAN* POWERS WHICH ARE GREATER THAN *SPIDER-MAN'S!*

I HAVE ENOUGH SERUM... I HAVE THE KNOW-HOW... AND, YET, IT MIGHT BE *DANGEROUS!* I CAN'T GUARANTEE THE RESULTS!

THAT'S OKAY, DOC! I'M WILLING TO CHANCE IT!

MOMENTS LATER... AFTER DR. STILLWELL HAS SHAVED GARGAN'S HEAD...

I CAN GIVE YOU THE POWERS OF A *SCORPION*, FOR INSTANCE! YOUR BODY WOULD BECOME MORE POWERFUL THAN SPIDER-MAN'S... BUT I DON'T KNOW HOW IT WOULD AFFECT YOUR *BRAIN!*

WHO CARES? *I'M* GETTING $10,000 *ALSO* FOR *MY* PART IN THIS... AND I'D DO *ANYTHING* FOR THAT KIND OF DOUGH!

VERY WELL, THEN, DRINK THIS! I *KNOW* I SHOULDN'T AGREE TO THIS MAD SCHEME, BUT HEAVEN FORGIVE ME, I *MUST* HAVE THE MONEY TO CARRY ON MY WORK!

THEN, THE LONG ARDUOUS PERIOD OF *TESTING* BEGINS, UNTIL...

HE'S REACTING *PERFECTLY!* SEE HOW HIS *STRENGTH* HAS INCREASED! AND HIS COORDINATION IS ALREADY SUPER-HUMAN!

GOOD! GOOD! JUST SO LONG AS I'M SURE HE CAN BEAT THAT BLASTED *SPIDER-MAN!* THAT'S ALL I *WANT!!*

AND STILL THE INCREDIBLE EXPERIMENT CONTINUES...

ONE OF A *TRUE* SCORPION'S MOST POTENT WEAPONS IS HIS *TAIL!* AND OUR SYNTHETIC SCORPION SHALL HAVE A TAIL *ALSO!*

STILLWELL, IF THIS *WORKS*, I'LL MAKE YOU RICH...FAMOUS! I'LL BECOME YOUR *PATRON!*

...FOR, THE WORLD *MUST* BE RID OF SPIDER-MAN! AND AT LAST WE'VE BEEN GIVEN THE TOOLS TO DO THE JOB!

I FEEL LIKE A LIVING *DYNAMO!* I'VE BECOME ALL *MUSCLE!* I CAN LICK *ANYBODY!*

THE EXPERIMENT IS *OVER!* THERE'S NOTHING MORE I CAN DO!

GOOD! NOW LET'S PUT HIM IN A *COSTUME!* I HAVE THE PERFECT DESIGN IN MIND! I WANT SPIDER-MAN DEFEATED BY SOMEONE JUST *LIKE* HIM..IT WILL BE POETIC JUSTICE!

AND SO...

NOTICE HOW HE CAN MANIPULATE HIS TAIL AUTOMATICALLY! HIS INVOLUNTARY NERVE IMPULSES, ACTIVATED BY MENTAL COMMANDS, SERVE TO...

LOOK, SPARE ME THE EXPLANATIONS, STILLWELL! JUST SO LONG AS HE SMASHES SPIDER-MAN!

GIVE ME SOMETHING TO TEST MY STRENGTH ON! I'VE GOTTA SEE IF I'M AS POWERFUL AS I *FEEL!*

THERE! SATISFIED?

A *GRANITE BLOCK!* AND I CAN PULL IT APART WITH MY BARE HANDS! DOC, YOU'RE A *GENIUS!*

WAIT! LOOK OUT! WHAT ARE YOU *DOING??*

HUH? WHAT...? HEY...HOW DID *THAT* HAPPEN??

IT'S YOUR *TAIL!* YOU'VE FORGOTTEN IT'S ATTACHED TO YOUR BACK! YOU HAVEN'T FULLY LEARNED TO *CONTROL* IT YET!

IT'S LIKE A *SLEDGE-HAMMER!* SPIDER-MAN WON'T STAND A CHANCE!

YOU'LL HAVE TO SPEND SOME TIME PRACTICING... LEARNING TO COORDINATE YOUR MOVEMENTS...TO FAMILIARIZE YOURSELF WITH YOUR NEW POWERS!

AW, WHY WASTE TIME? I FEEL LIKE I COULD LICK AN *ARMY* RIGHT NOW!

DO AS DR. STILLWELL *SAYS*, GARGAN! REMEMBER, *I'M* STILL THE ONE PAYING YOU! REPORT TO ME FOR INSTRUCTIONS WHEN HE SAYS YOU'RE READY!

MEANWHILE, AT THE AIRPORT...

HOW LONG WILL NED BE *GONE*, BETTY?

AT LEAST SIX MONTHS, PETER!

AW, THAT'S TOO BAD!

HOORAY!

Y'KNOW, BETTY... I'VE NO RIGHT TO EXPECT YOU NOT TO DATE OTHER BOYS! BUT YET, SOMETIMES, I KINDA WISH...

PLEASE, PETER DEAR... LET'S NOT TALK ABOUT ANYTHING SERIOUS NOW! I'M JUST NOT IN THE MOOD!

FINALLY, REACHING THE BUGLE OFFICE AGAIN...

THANKS FOR RIDING BACK WITH ME, PETER! I'LL SEE YOU LATER!

SURE, BETTY! I ENJOYED IT, HONEY!

NED LEEDS IS A GREAT GUY... BUT I HOPE HE STAYS IN EUROPE *FOREVER!*

BUT NOW TO *WORK!* MY SPIDER-SENSE INDICATES I'M NOT BEING FOLLOWED ANY MORE! BUT I *STILL* WANT TO SEE JAMESON AND TRY TO LEARN WHAT IT WAS ALL ABOUT!

THEN, AFTER A SWIFT CHANGE...

THERE'S A LIGHT ON IN HIS WINDOW! HE MUST HAVE RETURNED FROM WHEREVER HE WENT BY NOW!

SPIDER-MAN!

WELL, WHAT DO YOU *KNOW*? IT MOVES! IT TALKS! IT'S REALLY *ALIVE!*

DON'T JUST DANGLE ON THE WINDOW LEDGE THAT WAY! YOU MIGHT FALL AND HURT YOURSELF! COME IN... HAVE A CHAIR!

HEY! YOU ALMOST SOUND LIKE A REAL HUMAN BEING! WHAT *IS* THIS, A GAG? OR AM I IN THE WRONG PLACE?

NOT AT ALL, SPIDER-MAN! I JUST WANT TO *TALK* TO YOU!

AND KEEP YOU HERE TILL THE *SCORPION* SHOWS UP, YOU ARROGANT FOOL! HE'S ON HIS WAY *NOW!*

SORRY, JONAH... I'M NOT BUYIN' TODAY!

I KNOW BETTER THAN TO *TRUST* YOU! IF YOU WANT ME TO STAY, IT PROBABLY MEANS YOU'VE GOT SOME SORT OF *TRAP* LAID FOR ME! SEE YOU AROUND, CHUCKLES!

WAIT! COME BACK!...!

BLAST IT! WHAT'S KEEPING THE *SCORPION?*

THEN, AS IF IN ANSWER TO JAMESON'S UNSPOKEN QUESTION...

HOLD IT, SPIDER-MAN! YOU'RE NOT GOIN' ANYWHERE! LOOKS LIKE I ARRIVED JUST IN TIME!

NOW WHAT??

IT'S SOME NUT IN A SCORPION COSTUME! LOOK, FELLA... I'VE NO TIME TO PLAY GAMES NOW, SO... UNHHH!

WHUP!

STILL THINK THIS IS ONLY A GAME, LITTLE MAN??

THE SCORPION GOT HERE IN TIME! AND I'VE GOT A RING-SIDE SEAT! THIS IS GREAT!

GO GET, 'IM, SCORP! SMASH HIM! ATTA BOY!

THIS IS WHY JONAH WANTED ME TO HANG AROUND! HE'S BEHIND THIS SOMEHOW! WELL, I'LL POLISH OFF THIS SCORPION CHARACTER WITH ONE SPIDER STRENGTH BLOW! CAN'T CHANCE HIM HITTING ME WITH THAT TAIL OF HIS AGAIN!

IT WAS LIKE HITTING A BRICK WALL! HE DIDN'T EVEN FALL OVER! HE'S AT LEAST AS STRONG AS I AM! BUT HOW...? UNHHH!

DON'T YOU KNOW THAT A SPIDER CAN'T EVER BEAT A SCORPION?!

I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT IF YOU... OOOF!

HE ALMOST KNOCKED THE WIND OUT OF ME! THAT TAIL OF HIS GIVES HIM A GREAT ADVANTAGE!

TRY TO SLUG IT OUT WITH ME, WILL YOU?? SOONER OR LATER IT'LL HAVE TO SINK INTO THAT WEB-HEADED BRAIN OF YOURS THAT I'M STRONGER THAN YOU'LL EVER BE!

HE'S RIGHT! HE'S A POWER-HOUSE!

I'VE GOT NO EXCUSE THIS TIME! I'M AT THE PEAK OF MY POWER... BUT I CAN'T EVEN BEGIN TO STOP THE SCORPION!

DON'T WORRY! IT'LL BE OVER IN A MINUTE!

NOT SO *FAST*, WIND-BAG! NO MATTER *WHAT* ADVANTAGE YOU MAY HAVE, MY *WEBBING* OUGHT TO TRIM YOU DOWN TO SIZE!

HIS *SPIDER'S WEBBING!* THE ONE THING I DIDN'T PREPARE MYSELF FOR! IT'S HIS STRONGEST SINGLE WEAPON!

THERE! THAT OUGHT TO HOLD YOU WHILE I FIGURE OUT WHAT TO *DO* WITH YOU! TAKE A DEEP BREATH NOW, SCORPEY, BECAUSE YOU'VE GOT A LOT OF *EXPLAINING* TO DO!

OH *NO!!* AFTER ALL MY WORK, FINDING SOMEONE *STRONGER* THAN SPIDER-MAN... SPENDING... *ULP*... $20,000... I JUST *CAN'T* HAVE ANOTHER PLAN GO DOWN THE DRAIN AGAIN!

BUT THEN, THE SCORPION MAKES A SUDDEN, UNEXPECTED MOVE, *FREEING* HIMSELF!

I JUST *REMEMBERED* SOMETHING, WEBHEAD! SCORPIONS HAVE POWERFUL *PINCERS* WHICH THEY USE AT WILL! AND SINCE *I* HAVE A SCORPION'S POWERS...!

RATS! HE SNIPPED MY WEBBING WITH HIS FINGERS AS THOUGH IT'S MADE OF STRAW!

EUREKA! I *HAVEN'T* FAILED! THE SCORPION MADE MINCEMEAT OF SPIDER-MAN'S GREATEST WEAPON! *NOTHING* CAN STOP US NOW! *SPIDER-MAN IS THROUGH!!*

AND NOW, BEING AS HOW YOU THINK SO MUCH OF THAT WEBBING OF YOURS, YOU CAN HAVE IT *BACK* AGAIN! FORGIVE ME IF I DON'T TAKE TIME TO *UNTANGLE* IT FOR YOU!

HE'S FLIPPING IT AT ME WITH HIS *TAIL!* IT'S ALL TANGLED AND KNOTTED! IF IT TWISTS ITSELF AROUND ME, I'M FINISHED!

THERE! JUST STAY THAT WAY FOR A MINUTE... I WANT TO REMEMBER YOU AS YOU *WERE!*

MEANWHILE, STILL WORKING IN HIS LAB, DR. FARLEY STILLWELL HAS SOME VERY SERIOUS MISGIVINGS...

ACCORDING TO THESE NEW TESTS, THE *SCORPION* WILL BE EVEN MORE POWERFUL THAN I THOUGHT!

AND THE MORE HIS *STRENGTH* INCREASES, THE MORE HIS *EVIL NATURE* WILL TAKE OVER!

I MUST HAVE BEEN *MAD* TO DO WHAT I DID! MONEY ISN'T *THAT* IMPORTANT! I MAY HAVE UNLEASHED ONE OF THE WORST DANGERS OF ALL TIME UPON MANKIND!

BUT THERE'S STILL A CHANCE TO MAKE AMENDS... IF I MOVE FAST ENOUGH!

IF I CAN GET THIS *SERUM* TO HIM IN TIME, IT WILL SERVE AS AN *ANTIDOTE*! HE'LL LOSE HIS DEADLY POWERS BEFORE IT IS TOO LATE!

AND, AS THE DESPERATE SCIENTIST RUSHES INTO THE STREET, THE SCORPION PROVES TO BE AS POWERFUL AS STILLWELL FEARED...

HOW DOES IT *FEEL* TO BE ON *RECEIVING END* FOR ONCE, LITTLE MAN?? WHAT'SAMATTER? CAT GOT YOUR TONGUE?

HOW *ABOUT* THAT? I KNOCKED HIM OUT!! THIS IS THE EASIEST TEN GRAND ANYONE'S EVER MADE!

OKAY, USELESS... YOU CAN SLEEP IT OFF IN THAT EMPTY WATER TOWER! I'VE GOT *OTHER* THINGS TO DO NOW!

THUS SPIDER-MAN SUFFERS ONE OF HIS GREATEST DEFEATS, AS HE LIES MOTIONLESS ATOP THE ROOF, HIS MIGHTY MUSCLES STILLED... HIS POTENT SPIDER POWER TEMPORARILY DORMANT... ONLY THE BEATING OF HIS VALIANT HEART TESTIFYING TO THE LIFE WHICH REMAINS... TO THE AWESOME ENERGY WHICH IS SLOWLY RETURNING...

WHILE, A SCANT FEW YARDS AWAY, HIS TRIUMPHANT FOE CHORTLES WITH GHOULISH GLEE ...!

I'VE *WON!* I'VE BEATEN SPIDER-MAN! HE NEVER HAD A *CHANCE!*

AND, IF I CAN BEAT *HIM* SO EASY, THEN *NOBODY* CAN STOP ME! THE WHOLE *CITY* IS MINE FOR THE TAKING!

SUDDENLY, JONAH JAMESON'S VOICE RINGS OUT FROM A WINDOW BELOW ...

SCORPION! WHERE'S SPIDER-MAN? BRING HIM TO ME SO I CAN *UNMASK* HIM!

GET HIM *YOURSELF!* I'M *THROUGH* TAKING ORDERS FROM *YOU*, MISTER! *NOBODY* TELLS THE *SCORPION* WHAT TO DO!

OH, *NO!* I NEVER *EXPECTED* THAT! IF THE *SCORPION* TURNS AGAINST ME, THEN I'VE GONE FROM THE *FRYING PAN* INTO THE *FIRE!*

WAIT! COME *BACK!* SOMEONE MIGHT *SEE* YOU! *STOP!!*

THE *FOOL!* AS IF I CARE WHETHER I'M SEEN OR NOT!!

WELL, WELL! AN ARMORED CAR! HERE'S MY CHANCE TO GET A LITTLE SPENDING MONEY!

SOMEONE WITH MY STRENGTH DOESN'T HAVE TO DEPEND ON A *BOSS* TO PAY HIM!

WITH HIS INCREDIBLY POWERFUL PINCER-LIKE FINGERS, THE SCORPION PEELS THE UPPER STEEL PLATE FROM THE ROOF OF THE CAR AS THOUGH IT'S MADE OF CARDBOARD! BUT THEN ...

EMPTY! THERE'S NOTHING INSIDE!

NO *WONDER!* THEY'RE BRINGING SOMETHING *NOW!*

WELCOME, BOYS! I'VE BEEN *WAITING* FOR YOU!

HOLY COW! WHAT'S *THAT?*

IT'S THE *SCORPION*, YOU FOOL! BE SURE YOU *REMEMBER* THE NAME ... WHEN YOU WAKE UP!

HELP! OUR GEMS... HE'S STEALING THEM!

STOP HIM, SOMEBODY!! HE'S GETTING AWAY!! HELP!! STOP... THIEF!

WHEN THE REPORTERS GET HERE AND ASK WHO DID IT, BE SURE YOU SPELL MY NAME RIGHT! IT'S SCORPION... THE ONE WHO DEFEATED SPIDER-MAN! GOT IT?

BUT NOW, LET'S RETURN TO A DESPERATELY WORRIED J. JONAH JAMESON...

MR. JAMESON, I CAN'T REACH DR. STILLWELL FOR YOU! HIS PHONE DOESN'T ANSWER!

NO! DON'T BOTHER ME WITH JUNK LIKE THAT!! KEEP TRYING STILLWELL! I'VE GOT TO SPEAK TO HIM!

DO YOU WANT TO CHECK THESE SALES FIGURES NOW?

MEANWHILE, ALL BUT FORGOTTEN UPON THE ROOF, A BITTER MASKED TEEN-AGER RECOVERS CONSCIOUSNESS, WITH BURNING RAGE IN HIS HEART!!

IT WAS BOUND TO HAPPEN SOMEDAY... I KNEW I COULDN'T WIN 'EM ALL! BUT THE SCORPION MADE ONE MISTAKE....

HE RAN OFF, THINKING HE'LL NEVER HAVE TO WORRY ABOUT ME AGAIN!!

BUT, HE'S GONNA LEARN HOW WRONG HE IS!! I'LL NEVER REST TILL I CATCH HIM... TILL I FIND A WAY TO BEAT HIM!!

HE CAN'T HAVE GOTTEN FAR! I'LL COMB THE AREA FROM THE ROOFTOPS! WHEREVER HE IS... I'LL FIND HIM!

BUT, DRIVEN BY A FEARFUL, DESPERATE COMPULSION, FARLEY STILLWELL FINDS THE SCORPION FIRST...

GARGAN! THANK HEAVENS I FOUND YOU! PERHAPS THERE'S STILL TIME!

YOU! WHAT DO YOU MEAN? TIME FOR WHAT?

FOR YOU TO TAKE THIS SERUM! UNLESS YOU DRINK IT, QUICKLY, YOU'LL NEVER BE ABLE TO CHANGE BACK AGAIN! AND YOU'LL LOSE ALL SENSE OF RIGHT AND WRONG!

WELL, WELL, WELL! YOU DON'T SAY!

I'VE GOT NEWS FOR YOU, STILLWELL! YOU'RE TOO LATE! I NEVER WANT TO CHANGE BACK AGAIN... BUT I DO KNOW THE DIFFERENCE BETWEEN RIGHT AND WRONG! WHATEVER THE SCORPION DOES IS RIGHT!

NO! YOU'VE GOT TO TAKE THIS! I CAN'T LIVE WITH THE KNOWLEDGE THAT I'M RESPONSIBLE FOR YOU!

BEAT IT, STILLWELL! THE ONLY REASON I'M *LETTING* YOU LIVE IS 'CAUSE I FIGGER I *OWE* IT TO YOU FOR MAKIN' ME *UNBEATABLE!*

NO! COME BACK! YOU'VE GOT TO *LISTEN* TO ME!

GET BACK TO THE GROUND, YOU FOOL! YOU CAN'T FOLLOW *ME!*

AND THEN, BY THE TIME STILLWELL REACHES THE THIRD FLOOR, THE SCORPION'S WORDS PROVE TO BE PROPHETIC!

I-I'M *FALLING!* BUT MAYBE I CAN *HIT* HIM WITH THE SERUM BEFORE I DO... I *HAVE* TO!!

BUT THE DOOMED SCIENTIST'S THROW IS SHORT OF ITS MARK!

I *WARNED* HIM!

WELL, IT'S NO SKIN OFF *MY* NOSE! I'VE GOT *THINGS* TO DO!

THUD!

THEN, AT THAT VERY MOMENT, AN ALERT *SPIDER-MAN,* SWINGING OVERHEAD, HAPPENS TO SEE...

I'M TOO LATE TO HELP THAT POOR FELLA WHO FELL... BUT AT LEAST I CAN GRAB THE *SCORPION!*

WHUMP!

DROP THAT JEWEL SACK, MISTER! THIS IS *IT!*

THWAP!

SPIDER-MAN!

YOU DIDN'T THINK A LUCKY KNOCKOUT WOULD STOP ME FOR LONG, DID YOU?

I DIDN'T LOSE ANY SLEEP *WORRYIN'* ABOUT IT, EITHER! I DIDN'T THINK YOU'D BE *DUMB* ENOUGH TO COME BACK FOR MORE!

BUT, BEIN' YOU'RE A GLUTTON FOR PUNISHMENT, I'LL MAKE IT WORTH YOUR WHILE!

IT WON'T BE SO *EASY* THIS TIME... NOW I'M *READY* FOR YOU!

A FAT LOT OF *GOOD THAT'LL* DO YOU! I'M STRONGER THAN *EVER* NOW... AS YOU'RE GONNA FIND *OUT!*

AND, EVEN AS THE BATTLE PROGRESSES, THE SCORPION SEEMS TO GROW MORE POWERFUL, MORE DANGEROUS, WITH EACH PASSING SECOND...

THIS IS *ONE* FIGHT YOU WON'T WALK AWAY FROM, PUNK!

FOR HE HAS ALREADY PASSED "THE POINT OF NO RETURN"! EVEN THE ANTIDOTE SERUM WOULD NOT HELP HIM NOW! HE IS TRULY... THE *SCORPION!*

HIS BODY HAS ATTAINED THE MAXIMUM DEGREE OF SUPER POWER! HIS BRAIN HAS BEEN SUBTLY ALTERED UNTIL ITS STANDARDS ARE THOSE OF THE PREDATORY BEAST! HE HAS BECOME THE EMBODIMENT OF ALL THAT IS EVIL!!

MEANWHILE, THE SCHEMING PUBLISHER OF THE *DAILY BUGLE* GROWS MORE *PANICKY* WITH EACH NEW BULLETIN HE RECEIVES...

WHAT?? STILLWELL IS DEAD?? AND THE SCORPION HAS ROBBED CARTER'S JEWELRY STORE?!!

A POLICE DRAGNET IS COMBING THE CITY?? PEOPLE ARE LOCKING THEMSELVES INDOORS?!

NOBODY KNOWS IT, BUT IT'S ALL *MY* FAULT! *I'M* THE ONE TO BLAME! IF NOT FOR *ME*, THERE WOULD *BE* NO SCORPION!

JUST TO SATISFY MY OWN PERSONAL HATRED, I TRIED TO DESTROY SPIDER-MAN!

AND, IN SO DOING, I'VE UNLEASHED A FAR *WORSE* MENACE UPON THE WORLD! A MENACE I CAN NO LONGER CONTROL! A MENACE WHICH *NO ONE* CAN CONTROL!

AND EVEN AS JAMESON REMAINS LOCKED IN HIS OFFICE, A PRISONER OF HIS OWN CONSCIENCE, HIS OWN GUILT... THE EPIC BATTLE CONTINUES...

YOU'VE HAD MORE EXPERIENCE! YOU MIGHT EVEN BE MORE SKILLFUL! BUT *POWER* IS ALL THAT REALLY MATTERS!

AND *POWER* IS WHAT I'VE *GOT!*

HE'S *RIGHT!* I WAS A *FOOL* TO TRY TO TRADE BLOWS WITH HIM! HE *IS* STRONGER! I'VE GOT TO CHANGE MY STRATEGY!

HERE'S WHERE I PUT YOU AWAY FOR *GOOD*, LITTLE MAN!

THEN, BEFORE SPIDER-MAN CAN MAKE ANOTHER MOVE...

UNNGH!

WHOOM!

HERE...CHEW ON *THIS* FOR A WHILE!

AND NOW, ONE *SCORPION SMASH* OUGHTTA BE ALL IT TAKES TO...*OWW!*

THWAP!

I FEEL AS THOUGH I *BUSTED* EVERY ONE OF MY FINGERS!

I SHOULDA REMEMBERED HOW STRONG HIS *OWN* MUSCLES ARE! IT FEELS AS THOUGH I HIT A *BULL-DOZER!*

WELL, *HE* AIN'T GOIN' ANYWHERE FOR A WHILE! I'LL POLISH HIM OFF *LATER*, WHEN MY HAND STOPS HURTING! IN THE MEAN-TIME, I'VE ONE *MORE* THING TO DO...!

JAMESON IS THE ONLY ONE LIVING WHO KNOWS MY TRUE IDENTITY! WITH *HIM* OUT OF THE WAY, MY SECRET WILL BE SAFE FOREVER! IT SHOULDN'T TAKE MORE THAN A FEW MINUTES!

AND, AS THE SCORPION HEADS FOR JAMESON'S OFFICE...

I...I'M STILL ALIVE! THAT MEANS I CAN FIGHT SOME *MORE!* I'VE *GOT* TO! HE'LL HAVE TO *KILL* ME TO STOP ME!

I CAN FEEL MY STRENGTH RETURNING! BUT, *NEXT* TIME IT'LL BE DIFFERENT! I WON'T GIVE HIM A *CHANCE* TO... *WHAT'S THAT??!*

HELP!

A SCREAM! FROM THE DIRECTION OF *JAMESON'S* OFFICE! AND IT SOUNDED LIKE... *BETTY!*

AND SPIDER-MAN IS RIGHT! IT *IS* BETTY BRANT...!

MR. JAMESON... *LOOK!* COMING IN THROUGH THE *WINDOW!* DO SOMETHING... *HURRY!* IT... IT'S THE *SCORPION!*

QUICK!! CALL THE POLICE! I'LL TRY TO HANDLE HIM! TELL EVERY-ONE TO EVACUATE THE BUILDING!

THAT'S VERY *HEROIC* OF YOU, JAMESON... BUT IT WON'T DO YOU ANY *GOOD!* IT WON'T SAVE *YOU!*

4

HEROIC... *BAH!* I JUST DON'T WANT ANYONE TO *HEAR* HIM IF HE'S GOING TO SAY SOMETHING THAT'LL *CONNECT* ME TO HIM!

WHAT ARE YOU *DOING* HERE? WHAT DO YOU *WANT??*

CAN'T YOU *GUESS?*

STOP! DON'T COME ANY CLOSER! YOU'RE *MAD!* I-I'LL *PAY ANY PRICE*... BUT DON'T HURT ME... *STOP!*

SPIDER-MAN!!

DON'T BE SO *GREEDY,* SCORPION! YOU SHOULD LEARN TO FINISH WITH *ONE* ENEMY BEFORE YOU TACKLE ANOTHER!

YOU SHOULD HAVE ESCAPED WHILE YOU HAD THE CHANCE, YOU FOOL!

THAT'S JUST WHAT I WAS ABOUT TO TELL *YOU!*

NOW LET'S SEE WHAT YOUR SCORPION STRENGTH CAN DO AGAINST MY SPIDER AGILITY!

YOU'LL *SEE,* ALL RIGHT! ...SOON AS I GET MY *HANDS* ON YOU!

17.

DON'T HOLD YOUR BREATH WAITING, SCORP! YOU'RE NOT *GONNA* NAIL ME AGAIN!

DON'T YOU REALIZE THAT YOUR WEB CAN'T STOP ME??

MAYBE *NOT*... BUT IT'LL SURE *SLOW YOU DOWN* PLENTY! 'SPECIALLY SINCE THIS IS MY EXTRA-STICKY *LIQUID* WEBBING!

AND, WHILE YOU'RE TRYING TO LIFT THOSE CLUMSY GUNBOATS OF YOURS OFF THE FLOOR, I'LL JUST EVEN THE SCORE A LITTLE!

LET'S SEE IF YOU *STILL* FEEL LIKE SUCH A BIG MAN *WITHOUT* THAT ARTIFICIAL TAIL OF YOURS!

SNAP!

BUT THEN, ONE OF THE SCORPION'S PINCER-LIKE HANDS LASHES OUT, CATCHING THE BATTLING TEEN-AGER IN A GRIP OF STEEL!

NOW IT'S *MY* TURN, YOU OVERRATED CLOWN!

BUT, INSTEAD OF TRYING TO PULL AWAY, AS THE SCORPION EXPECTS, SPIDEY CHARGES *TOWARDS* HIM, CATCHING HIM OFF-BALANCE!

OOOF!

SURE! IT'S YOUR TURN TO *LOSE!*

THWOP!

SORRY, SCORP... *THIS* TIME I'M NOT PLAYIN' IT *YOUR* WAY! INSTEAD OF SLUGGING IT OUT WITH YOU, I'LL USE MY SPIDER-SENSE TO EASILY *DODGE* YOUR BLOWS!... LIKE *THIS!*

AND THEN, WHILE YOU'RE STANDING FLAT-FOOTED, WONDERING WHAT TO DO NEXT, I'LL JOIN THE PARTY!

KLOP!

MAYBE YOU *ARE* A LITTLE STRONGER... BUT WHAT GOOD DOES IT DO YOU IF *I'M* THE ONLY ONE WHO CAN LAND A BLOW??

THAT'S IT, SPIDEY! HIT HIM AGAIN! AND AGAIN! BE SURE HE'S BEATEN! DON'T TAKE ANY CHANCES! GOOD... GOOD!

WHAT'S HAPPENING?? HAVE I GONE MAD? HERE I AM, CHEERING FOR SPIDER-MAN... THE ONE I HATE WORST IN ALL THE WORLD!

PTOW!

ALL RIGHT, JAMESON... HE'S ALL YOURS! BE SURE THE POLICE GET HERE BEFORE HE COMES TO AGAIN!

YOU BEAT HIM! YOU DEFEATED SOMEONE WHO'S STRONGER THAN YOU!

IT HAPPENS ALL THE TIME! EVER HEAR OF DAVID AND GOLIATH?

MY SECRET IS SAFE... FOR NOW! BUT WHAT SUPREME IRONY! I WAS SAVED FROM A MENACE WHOM I MYSELF HELPED TO CREATE... SAVED BY THE ONE HE WAS CREATED TO DESTROY!

A SHORT TIME LATER...

GOSH, I'M ALL CUT AND BRUISED! WHAT'LL I SAY TO AUNT MAY? ...AND THE KIDS AT SCHOOL?

I'D BETTER THINK OF SOMETHING FAST!

AND THEN...

I GUESS THE BEST THING IS TO CRUMPLE UP MY CLOTHES AS THOUGH I'VE BEEN IN SOME SORT OF ACCIDENT! I'LL SAY I GOT BOWLED OVER PLAYING TOUCH FOOTBALL! AT LEAST NO ONE WILL BE ABLE TO DIS-PROVE IT!

AND SO...

WELL, WELL! IF IT ISN'T PUNY PARKER WITH HIS ITTY BITTY FACE ALL SCRATCHED UP!

UH-OH! WOULDN'T YOU KNOW I'D BUMP INTO THE WHOLE BLAMED CROWD ALL AT ONCE!!

DON'T TELL ME A JELLYFISH LIKE YOU ACTUALLY GOT INTO A FIGHT!

WHAT HAPPENED, USELESS? DID SOME INFANT IN A CARRIAGE BEAT YOU UP FOR TRYING TO TAKE ITS LOLLIPOP AWAY?!

OKAY, THOMPSON! I'VE TAKEN ALL I CAN FROM YOU! NOW I'M GONNA MAKE YOU EAT THOSE WORDS!

OH, NO YOU DON'T! YOU'RE NOT GONNA TRICK ME INTO FIGHTING YOU WHILE YOU'RE ALL BRUISED, SO THAT YOU'LL HAVE AN EXCUSE FOR LOSING! WHEN I WALLOP YOU, I DON'T WANT YOU TO HAVE ANY ALIBI!

HE'LL NEVER KNOW HOW LUCKY HE IS! I ALMOST LOST CONTROL OF MY TEMPER! I'D HAVE PUL-VERIZED HIM!

FINALLY, WHEN PETER REACHES HOME...

PETER PARKER, LOOK AT YOU! WHAT ON EARTH HAPPENED, DEAR? YOU'RE ALL BRUISED!

I KNOW, AUNT MAY! BUT IT'S NOT AS BAD AS IT LOOKS! I WAS PLAYING FOOTBALL, AND I FELL A COUPLE OF TIMES!

I HATE LYING TO HER... BUT I'VE NO CHOICE! SHE'D WORRY HERSELF SICK IF SHE EVER SUSPECTED THAT I'M SPIDER-MAN!

YOU JUST SIT RIGHT DOWN AND LET ME PUT SOME SOOTHING MEDICATION ON THOSE CUTS, DEAR!

I DO WISH YOU WOULDN'T PLAY THOSE AWFUL ROUGHNECK GAMES, PETER! AFTER ALL, YOU KNOW HOW FRAGILE YOU ARE!

IF ONLY SHE WERE YOUNGER ...IF SHE COULD STAND THE SHOCK... I'D REVEAL MY OTHER IDENTITY! BUT I DARE NOT TAKE A CHANCE!

LATER, WHEN PETER IS ALONE IN HIS ROOM...

DID YOU HEAR WHAT HAPPENED, PETER?? MR. JAMESON SAVED ME FROM THE SCORPION BY PUSHING ME OUT OF THE ROOM IN TIME ... !

YEAH, SURE! J. JONAH JAMESON... BOY HERO! THAT'LL BE THE DAY!

GLAD TO HEAR IT, BETTY! WHAT DO YOU WANNA DO... CHIP IN FOR A MEDAL?

OH, PETER...!

AND, PERHAPS THE BOY WHO IS REALLY SPIDER-MAN HAS GOOD REASON TO FEEL LESS THAN CORDIAL TOWARDS THE PUBLISHER OF THE DAILY BUGLE...

DID YOU READ THE EXCLUSIVE STORY IN THE BUGLE ABOUT THE SCORPION'S CAPTURE? HE'D PROBABLY STILL BE AT LARGE IF NOT FOR JONAH JAMESON'S BRAVERY!

YEAH! ACCORDING TO THE STORY, JAMESON'S A REAL FIREBALL! THEY MENTION SPIDER-MAN, TOO... BUT IT SEEMS HE SHOWED UP WHEN IT WAS ALMOST OVER!

ILY BUGLE

SCORPION CAUGHT! JAMESON IS HERO!

AND, THE NEXT DAY...

I KNOW NOW THAT ANYONE WITH TOO MUCH POWER IS LIABLE TO TURN INTO A MENACE SOONER OR LATER! AND SPIDER-MAN IS NO EXCEPTION! IT'S STILL MY DUTY TO FIGHT HIM... TO EXPOSE... AND SOMEDAY.. TO DESTROY HIM!

AND I WILL ...IF IT TAKES THE REST OF MY LIFE, I, WILL!

THUS, THE STRANGE CASE OF THE SCORPION COMES TO AN END... FOR NOW! AND WE TAKE OUR LEAVE OF A THOUGHTFUL TEEN-AGED ADVENTURER WHOM THE WORLD KNOWS AS SPIDER-MAN, BUT WHOM WE KNOW AS A HIGH-SCHOOL STUDENT WHO WISHES HE COULD ASK SOMEONE ELSE TO PERFORM THE BORING TASK OF SEWING UP HIS TORN COSTUME!

RIGHT NOW, MY BIGGEST PROBLEM IS GETTING THIS SEWN WITHOUT STABBING MY FINGER TO DEATH!

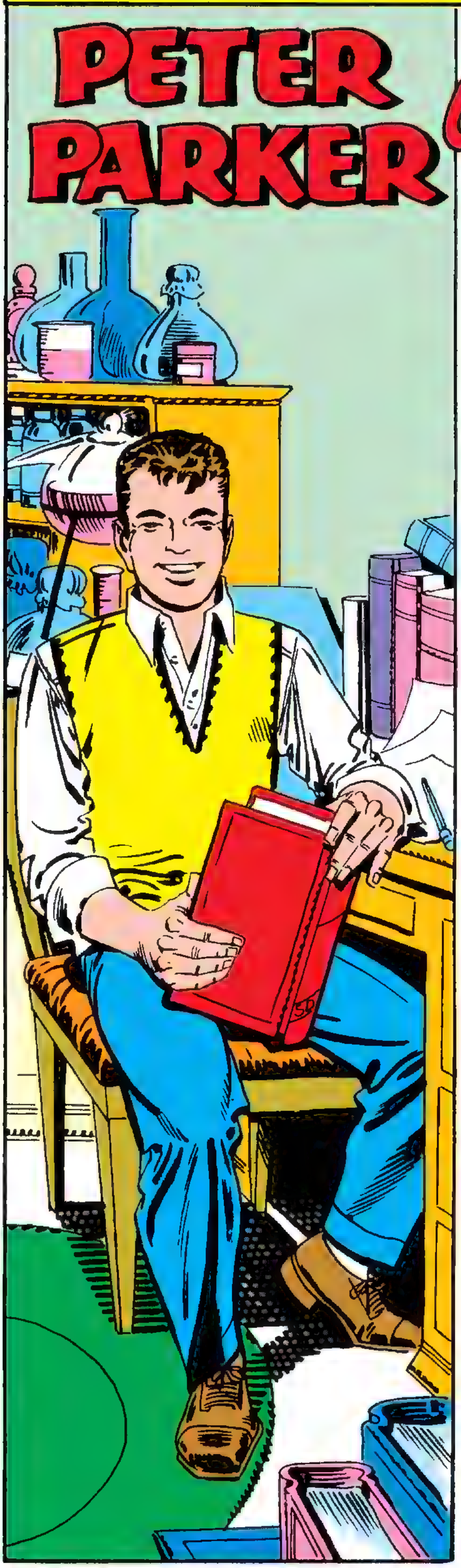
I NEVER DID FIND OUT WHO THAT FELLA WAS WHO WAS TAILING ME... OR WHAT HIS CONNECTION WITH JAMESON COULD BE! BUT I'LL WORRY ABOUT THAT SOME OTHER TIME!

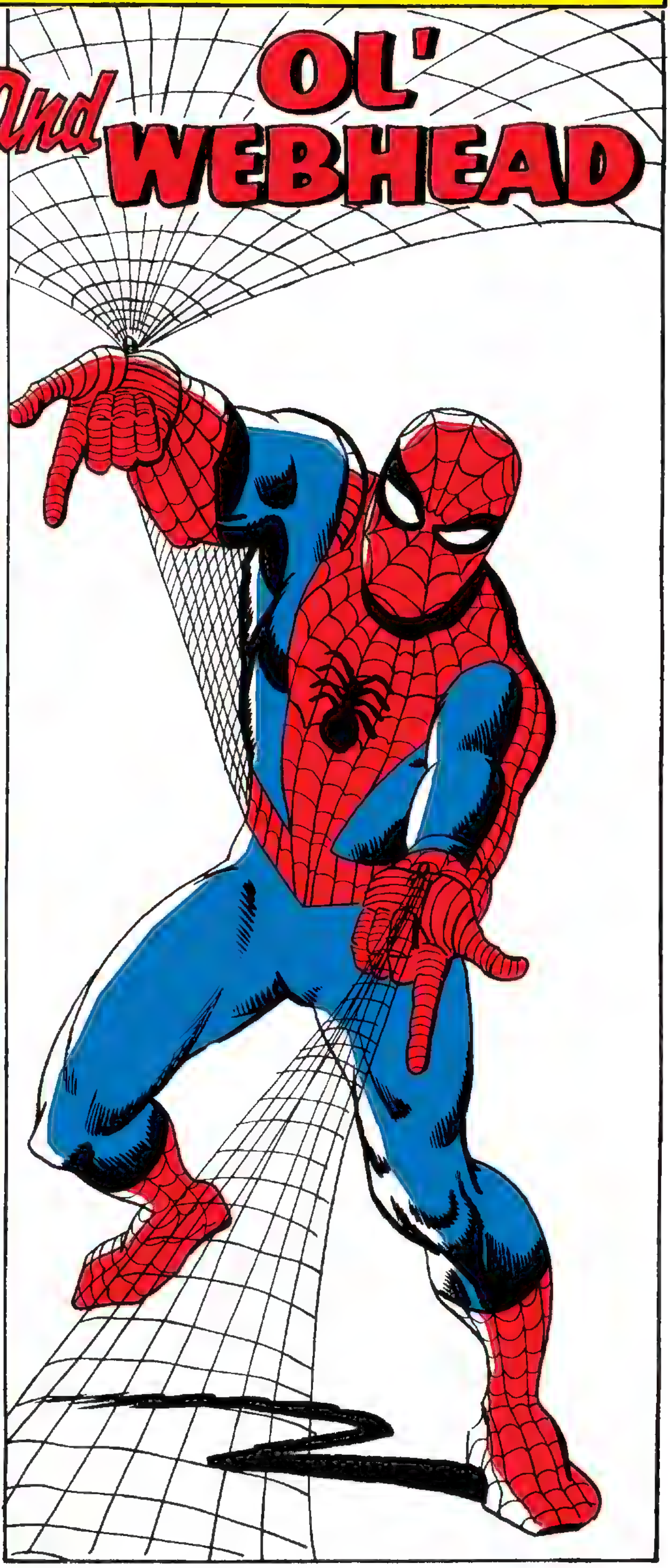
WELL, WE SURE HOPE YOU ENJOYED THE SCORPION AS MUCH AS WE DID! AS USUAL, WE'LL BE EAGERLY WAITING FOR YOUR LETTERS OF COMMENT! SO, TILL NEXT ISH, STAY HAPPY, KEEP HEALTHY, AND WATCH OUT! DON'T LET YOUR WEB GET TANGLED!

The End.

A MARVEL MASTERWORK PIN-UP

PETER PARKER and OL' WEBHEAD





the AMAZING SPIDER-MAN

MARVEL COMICS GROUP 12¢

IND.

APPROVED BY THE COMICS CODE AUTHORITY

21 FEB.

ANOTHER MARVEL SUPER-SPECTACULAR!
CO-FEATURING:
THE HUMAN TORCH and The BEETLE!
WHO SAYS THIS ISN'T THE MARVEL AGE OF COMICS!

SPIDER-MAN

"WHERE FLIES THE BEETLE...!"

GUEST-STARRING The HUMAN TORCH

ANOTHER MIGHTY MILESTONE IN THIS, THE MARVEL AGE OF COMICS!

DELICIOUSLY WRITTEN BY:
STAN LEE
DELIRIOUSLY ILLUSTRATED BY:
STEVE DITKO
DELIGHTFULLY LETTERED BY:
S. ROSEN

WHEN A MAN HAS FINISHED HIS PRISON TERM, HE *MUST* BE SET FREE, TO TAKE HIS PLACE IN SOCIETY AGAIN! EVEN SUCH A MAN AS ABNER JENKINS, BETTER KNOWN TO VARIOUS LAW ENFORCEMENT AGENCIES AS... *THE BEETLE ...!*

THEY *HAD* TO GIVE ME BACK MY BEETLE EQUIPMENT! THERE'S NO LAW AGAINST A MAN OWNING AN ARMORED COSTUME!

THEN, WHEN JENKINS REACHES A SECLUDED SPOT IN THE NEARBY WOODS..

THIS IS THE MOMENT I'VE DREAMED OF ALL THESE MONTHS! ONCE AGAIN I'LL DON MY *BEETLE OUTFIT*, AND GET MY REVENGE AGAINST THE *HUMAN TORCH!* *

*SEE *STRANGE TALES* #123..STAN.

A SHORT TIME LATER, AS A TYPICAL TEEN-AGE COUPLE WALK THROUGH THE STREETS OF NEW YORK ... (OR, *ARE* THEY REALLY SO TYPICAL ??)

I'VE REALLY ENJOYED OUR DATE TODAY, JOHNNY! YOU ACTED LIKE A QUIET, NORMAL... *JOHNNY!* WHAT *IS* IT?

THIS *HEADLINE* IN THE PAPER, DORIS! IT'S THE *BEETLE!* HE WAS RELEASED FROM PRISON TODAY!

BUT, THAT DOESN'T CONCERN *YOU!* HE'LL PROBABLY FADE INTO OBSCURITY AND... OH, *NO!* NOT *AGAIN!*

I'M SORRY, HONEY! BUT I *KNOW* THAT JOKER! HE'LL BE MORE DANGEROUS THAN *EVER* NOW!

FLAME ON!

I'VE GOT TO SEARCH THE CITY! MAYBE I CAN FIND SOME TRACE OF HIM!

MEANWHILE, IN A QUIET SUBURBAN NEIGHBORHOOD IN FOREST HILLS, WE FIND ANOTHER TYPICAL TEEN-AGER... (ABOUT AS TYPICAL AS JOHNNY STORM..!)

WHEW! I GUESS I'VE BEEN STUDYING TOO LONG! I'M GETTING A STIFF BACK! ONLY ONE THING TO DO...

.. I'VE GOT TO GET THE KINKS OUT... AND I KNOW JUST HOW TO *DO* IT!

WITHIN SECONDS, YOUTHFUL PETER PARKER DONS ONE OF THE WORLD'S MOST FAMOUS COSTUMES AND TAKES TO THE ROOFTOPS AS THE AMAZING *SPIDER-MAN!!*

MMM-BOY! THIS SURE BEATS DOING PUSH-UPS ALL HOLLOW!

BUT, EVEN *SPIDER-MAN* HAS TO REST SOONER OR LATER, AND, WHEN HE STOPS FOR A BREATHER, IN HIS OWN PECULIAR WAY...

UH-OH! I'VE BEEN SPOTTED!

LOOK! UP THERE! IT'S *SPIDER-MAN!!*

RUN! THERE'S NO TELLING *WHAT* HE'LL DO NEXT!!

WHY DOESN'T SOME-ONE CALL THE *POLICE?*

RATS! I'M ABOUT AS WELL-LOVED BY MY FELLOW CITIZENS AS J. EDGAR HOOVER IS BY THE MAFIA!

HMM! IT'S A BIG NIGHT FOR SUPER-HEROES TONIGHT! THERE'S THE *HUMAN TORCH,* FLYIN' AROUND AS IF HE HAD SENSE!

OH, *LOOK!* IT'S THE *HUMAN TORCH!!*

WHAT A *BREAK!* I'VE ALWAYS *WANTED* TO SEE HIM IN REAL LIFE!

HEY, TORCHY! HOW ABOUT DOIN' A FEW *TRICKS* FOR US, PAL??

NO SIGN OF THE *BEETLE* SO FAR, SO I MIGHT AS WELL PUT ON A LITTLE EXHIBITION FOR MY FANS!

WOW! LOOK AT *THAT!*

BOY! IF THAT DOESN'T TAKE THE CAKE! I APPEAR IN THE CITY, AND PEOPLE RUN FOR THE HILLS! BUT *THAT* FLAMIN' FREAK SHOWS UP, AND THEY KNOCK THEMSELVES OUT FALLIN' ALL OVER HIM!

THAT'S ALL FOR NOW, FOLKS! I'VE GOT A LITTLE *JOB* TO DO! KEEP 'EM FLYING!!

AHH! I'VE *FOUND* HIM, AT LAST! NOW TO SILENTLY FOLLOW WHILE I DECIDE HOW TO DEAL WITH HIM!

YAYYY! TORCH!

STILL NO SIGN OF THE BEETLE! I'D BETTER HEAD BACK BEFORE MY FLAME SPUTTERS OUT!

WHAT SUPREME IRONY! HE'S PROBABLY SEARCHING FOR *ME*, LITTLE DREAMING THAT I'M EASILY FOLLOWING *HIM*!

I MIGHT AS WELL HEAD BACK HOME! I'VE MORE IMPORTANT THINGS TO DO THAN WATCH THAT BLAZING BIRDBRAIN PLAYING TO THE CROWD!

AND SO, OUR SMALL, COLORFUL CAST OF CHARACTERS PART COMPANY... BUT, ONLY FOR THE TIME BEING! FLAMING OFF, JOHNNY STORM CALLS UPON HIS GIRL FRIEND, NOT SUSPECTING THAT THE *BEETLE* IS LURKING OUTSIDE...!

HI, DORRIE-DOLL! YOUR DREAM-BOAT'S BACK!

WHO INVITED YOU?

AWW, YOU'RE NOT ANGRY AT ME JUST 'CAUSE I FLAMED ON AND FLEW AWAY FOR A WHILE, ARE YOU?

OF *COURSE* NOT! I *LOVE* HAVING MY DATE SUDDENLY LEAVE ME IN THE MIDDLE OF THE STREET WHILE HE MAKES A SILLY, SMOKING SPECTACLE OF HIMSELF!

BUT, DORRIE...

NO "*BUTS*", JOHNNY STORM! I'VE *HAD* IT! I WANT A *BOY FRIEND*, NOT A BLAZING JUVENILE SHOW-OFF IN A SILLY UNIFORM!

LOOK, JUST GIVE ME *ONE* MORE CHANCE..!

VERY *WELL* THEN! I'LL *GIVE* YOU A CHANCE! IF YOU CAN SPEND A FULL 24-HOURS WITHOUT FLAMING ON EVEN *ONCE*, I'LL MAKE BELIEVE THIS NEVER HAPPENED! BUT, IF YOU TURN INTO THE *HUMAN TORCH* AGAIN...!

DON'T WORRY! I WON'T! I *PROMISE*!

VERY WELL... WE'LL *SEE*! BUT REMEMBER.. JUST ONE CRY OF *FLAME ON*... EVEN A *WHISPER*... OR JUST ONE LITTLE SPARK... AND YOU'D BETTER FORGET MY PHONE NUMBER!

IT'S A DEAL, LOVE OF MY LIFE! BUT, WHAT DID THEY *FEED* YOU WHEN YOU WERE A BABY? *NAILS*?

MEANWHILE, OUTSIDE THE HOUSE...

I'VE SEEN ENOUGH! NOW I *KNOW* WHAT TO DO!

THE TORCH SEEMS TO CARE FOR THAT GIRL! SO *THAT'S* HOW I'LL GET MY REVENGE ON HIM... BY USING *DORIS EVANS!*

AS FOR SPIDER-MAN, HE CONTINUES ON HIS WAY HOME, GROWING MORE MISERABLE EVERY MINUTE...

CAN I LEND YOU GUYS A HAND?

S-SPIDER-MAN! STAY AWAY! SAM... CALL THE COPS... *QUICK!*

THAT *DOES* IT! I COULDN'T WIN A POPULARITY CONTEST EVEN IF I WAS THE ONLY ONE ENTERED! *NUTS!*

THEN, THE VERY NEXT DAY...

IT'S HARD TO KEEP MY MIND ON MY SHOPPING! I'M SO ANXIOUS TO LEARN WHETHER JOHNNY IS KEEPING HIS PROMISE NOT TO FLAME ON!

HEY, TOMMY... COME BACK WITH MY FOOTBALL!

WATCH OUT, LADY!!

OHH! LOOK WHERE YOU'RE RUNNING, YOU LITTLE MONSTERS!

KIDS!! THEY MADE ME DROP ALL MY PACKAGES!

MAY I HELP YOU, MISS?

I SAW WHAT HAPPENED, BUT I DIDN'T HAVE TIME TO WARN YOU OF THOSE RUNNING CHILDREN!

WHY, *THANK YOU!* HOW VERY *KIND* OF YOU!

IT WAS A PLEASURE! BE CAREFUL NOW... DON'T DROP THEM AGAIN!

WHAT A NICE, SWEET, GENTLEMANLY BOY!

UH-OH! LOOKS AS THOUGH SHE DROPPED HER WALLET IN THE CONFUSION!

I'D BETTER RETURN IT TO HER!

HMM...HER NAME'S DORIS EVANS! SHE DOESN'T LIVE FAR FROM HERE! WELL... I'VE GOT TIME...I'LL TAKE IT THERE NOW!

AND SO...

MY *WALLET!* OH, I'M SO LUCKY YOU *FOUND* IT! I SIMPLY *MUST* GIVE YOU A REWARD!

DON'T BE SILLY! I WAS GLAD TO DO IT!

WELL, AT LEAST COME IN AND LET ME FIX YOU A GLASS OF COKE!

THANKS! I COULD SURE *USE* ONE!

THEN, FOR THE NEXT FEW MINUTES...

YES, I LIVE WITH MY AUNT IN A SMALL PRIVATE HOUSE A SHORT DISTANCE FROM HERE!

HE'S SO QUIET, SO SOFT-SPOKEN AND GENTLEMANLY! HE'S A SCIENCE MAJOR AT SCHOOL, AND HE'S SO CULTURED AND DOWN-TO-EARTH! IF ONLY *JOHNNY* WERE MORE LIKE PETER PARKER!

MINUTES LATER, THINGS GET EVEN MORE INVOLVED AS JOHNNY STORM ARRIVES AT DORIS' HOUSE JUST IN TIME TO SEE THE DEPARTURE OF PETER PARKER!

I WONDER WHO *THAT* GUY IS? HE JUST WALKED OUT OF DORRIE'S HOUSE!

WELL, DORRIE... IT'S BEEN TWELVE HOURS SO FAR, AND I STILL HAVEN'T FLAMED ON!

BY THE WAY... WHO WAS THAT FELLA WHO JUST LEFT HERE?

HMM! *THIS* IS MY CHANCE TO TRY TO MAKE JOHNNY MORE OF A GENTLEMAN, LIKE THAT NICE, REFINED *PETER PARKER!*

HIS NAME IS PETER PARKER, JOHNNY! HE'S A STUDENT AT MIDTOWN HIGH, AND HE'S JUST THE *NICEST* BOY! HE'S INTERESTED IN POLITICS, SCIENCE AND CURRENT EVENTS!

WELL, GOODY GUMDROPS!

IT WOULDN'T DO *YOU* ANY HARM TO TAKE A LEAF FROM HIS BOOK, JOHNNY STORM! IT WOULD BE WONDERFUL IF SOME OF HIS POISE AND POLISH WERE TO RUB OFF ON *YOU!*

OH, *BRO-THER!*

WHILE, OUTSIDE DORIS' HOUSE AGAIN...

NOW I KNOW JUST WHAT TO DO! THE NEXT TIME I SEE THE HUMAN TORCH--IT WILL BE IN THE FULL, FIGHTING ARMOR OF... *THE BEETLE!*

NOT LONG AFTERWARDS, PETER PARKER, WINDOW SHOPPING WITH BETTY BRANT, HEARS HIS NAME CALLED IN A COMMANDING TONE..!

PARKER! I WANT TO SEE YOU!

NOW, WHAT?

I KNEW I'D FIND HIM SOONER OR LATER... AND I'M GLAD I THOUGHT OF WEARING MY UNIFORM... TO IMPRESS HIM!

RECOGNIZE WHO I AM, KID?

SURE! EITHER YOU'RE THE HUMAN TORCH, OR SOME JERK WALKIN' AROUND IN HIS PAJAMAS!

OR MAYBE BOTH!

SKIP THE WISE-CRACKS, SKINNY! I JUST WANNA WARN YOU... DORIS EVANS IS MY GAL FRIEND... AND I HOPE YOU'RE NOT DUMB ENOUGH TO THINK YOU CAN BEAT MY TIME!

WELL, I'LL BE A SPIDER-WEBBED STRINGBEAN!! OL' HOTHEAD IS ACTUALLY JEALOUS OF ME!

JUST IMAGINE IF HE SUSPECTED WHO I REALLY AM! WOW!

HEY... LOOK, GUYS! ISN'T THAT THE HUMAN TORCH TALKING TO PUNY PARKER??

HE'S TELLING PETER TO STAY AWAY FROM SOME OTHER GIRL! AND I NEVER EVEN SUSPECTED!

I MIGHT AS WELL LEAVE NOW! HE DOESN'T CARE ABOUT ME ANY-WAY!

BETTY... WAIT...!!

SHE'S SOBBING! SHE MUST HAVE OVERHEARD THE TORCH!

YOU BRAINLESS, SWELL-HEADED, LOUD-MOUTHED JERK! WHO DO YOU THINK YOU'RE SHOOTING OFF YOUR YAP AT??

HUH??!

YOU MAY BE A BIG, BRAVE SUPER-HERO TO EVERYONE ELSE... BUT TO ME, YOU'RE JUST A KNUCKLE-HEADED PAIN-IN-THE NECK!! GET THE MESSAGE??

THIS I DIDN'T EXPECT! I CAN'T EVEN TAKE A POKE AT HIM... IT WOULDN'T BE FAIR! HE WOULDN'T HAVE A CHANCE!

HOW ABOUT THAT, FLASH? I NEVER KNEW PARKER HAD SUCH GUTS!

MAYBE HE'S NOT REALLY A PANTYWAIST!

AW, STOW IT! DON'T LET HIM FOOL YA! HE KNOWS THE TORCH WOULDN'T DARE FIGHT WITH HIM! A SUPER-POWERED MEMBER OF THE F.F. CAN'T GO AROUND BEATING UP NOBODIES!

SURE, FLASH IS RIGHT! PARKER WAS JUST TRYIN' TO IMPRESS EVERYBODY!

I JUST DON'T GET IT! WHAT CAN DORRIE SEE IN A BIG ZERO LIKE HIM??

WATCH, FELLAS! I'LL *PROVE* IT'S SAFE TO NEEDLE THE TORCH!

WHY DON'T YOU TAKE A LESSON FROM *SPIDER-MAN*, TORCHY! *HE* WOULDN'T HAVE LET ANYONE TALK TO HIM LIKE THAT!

I'D BETTER CUT OUT, FAST! THEY *KNOW* I DON'T WANT TO HURT ANYONE, SO THEY'RE TRYING TO TAUNT ME NOW!

MEANWHILE, PETER HAS CAUGHT UP TO THE DISILLUSIONED YOUNG SECRETARY...

I'D LIKE TO EXPLAIN ABOUT WHAT THE TORCH SAID, BETTY...!

THERE'S NOTHING TO EXPLAIN, PETER! IF YOU DON'T MIND, I'D LIKE TO JUST GO HOME NOW!

AND, AS BETTY DISAPPEARS AROUND THE CORNER...

I *KNOW* HE DIDN'T MEAN IT... BUT STILL... IT'S ALL THAT MISERABLE HUMAN MATCHSTICK'S FAULT!

I COULDN'T EVEN HAVE THE SATISFACTION OF *FIGHTING* WITH HIM... OF WIPING THAT CONCEITED SMIRK OFF HIS FACE!

HE'D *NEVER* FIGHT WITH PETER PARKER, BECAUSE...

...HE'D THINK I'M TOO *WEAK* FOR HIM!!

OH, WELL... I GUESS THERE'S NO SENSE MAKING A MOUNTAIN OUT OF A MOLEHILL! BETTY IS SURE TO MAKE UP WITH ME BEFORE LONG... AND THE TORCH CAN GO FRY FOR ALL *I* CARE!

BUT... *WAIT* A MINUTE! WHILE BETTY *IS* MAD AT ME, WHY SHOULDN'T I HAVE A LITTLE *FUN* WITH THE TORCH?! IF HE'S JEALOUS OF *PETER PARKER*...

...HOW WOULD HE FEEL IF *SPIDER-MAN* MADE A PLAY FOR HIS GAL??! THE POOR GUY'LL *EXPLODE!*

AND, I'D LIKE TO SEE THAT WINDBAG TRY TO THREATEN ME *NOW!!*

BUT, EVEN AS SPIDEY PREPARES TO VISIT DORIS EVANS AGAIN...

THE TORCH IS BOUND TO APPEAR SOON! THEY HAVE A DATE LATER TONIGHT!

AND, WHEN THE UNSUSPECTING BRAT SHOWS UP, I'LL FINISH HIM OFF AS ONLY THE *BEETLE* CAN!

WHO'S *THAT*?? IT...IT'S *SPIDER-MAN!*

OH, *NO!* I CAN'T ALLOW HIM TO DESTROY MY CAREFULLY LAID PLANS!

WHATEVER HIS PURPOSE HERE MAY BE, I'LL SEE TO IT THAT HE *POSTPONES* IT TILL I'M DONE!

HOLY SMOKE! *NOW* WHAT HAVE I BLUNDERED INTO?

THE *BEETLE!* THE *TORCH'S* OLD ENEMY! I'VE SEEN YOUR PICTURE IN THE PAPER... BUT.. WHAT...?

SAVE YOUR BREATH, MISTER! THIS ISN'T *TWENTY QUESTIONS!*

THERE! THE IMPACT OF HITTING THAT TREE SHOULD KNOCK YOU OUT LONG ENOUGH FOR ME TO FINISH MY LITTLE PROJECT!

BOY! DID YOU JUST MAKE A MISTAKE!! YOU MADE ME *INTERESTED* IN WHAT YOUR PROJECT *IS*!!

SO I THINK I'LL JUST HANG AROUND UNTIL I FIND OUT!

THWAP!

NOW, JUST STAY WHERE YOU ARE, BEETLE... I WON'T KEEP YOU WAITING LONG!

GOT YOU!!

BUT, AS SPIDER-MAN HURTLES BACK TOWARDS HIS FOE...

I THOUGHT THOSE METAL WINGS WERE JUST *ORNAMENTS!*

BUT, JUST MY LUCK... THE BEETLE CAN REALLY *FLY!*

THIS TIME I WON'T BE SO GENTLE WITH YOU! I'LL HURL YOU TO THE GROUND LIKE A SACK OF POTATOES!

JUST WAIT'LL HE TRIES IT, WITH MY QUICK-DRYING WEB STICKING TIGHTLY TO BOTH TIPS OF HIS WINGS!

BUT, TRY IT THE BEETLE DOES...TO HIS SHOCKED REGRET!

HAPPY LANDINGS, SONNY BOY!

CLANK!

THEN, AS THE POWERFUL BEETLE QUICKLY RISES TO HIS FEET...

THIS GUY IS NO CINCH TO BEAT! THAT ARMOR HE'S WEARING MUST BE TWO INCHES THICK!

POING!

OH, I NEGLECTED TO MENTION... MY WINGS ARE OFFENSIVE WEAPONS, AS WELL AS DEFENSIVE!

...BUT I GUESS YOU'RE BEGINNING TO REALIZE THAT!

THUNK!

TRYING A FLIPOVER WON'T HELP YOU, EITHER! ALL I NEED DO IS FLY UP FROM BENEATH YOU AND I'LL DO THE FLIPPING!

I'M NOT FIGHTING AN AMATEUR! I'VE GOT TO BE MORE CAREF... OOF!!

OKAY, YOU OVERGROWN MOTH... YOU HAD YOUR INNINGS!! NOW I'LL FURNISH A LITTLE OF THE ENTERTAINMENT!

SAVE YOUR BREATH, SPIDER-MAN! YOU WON'T HAVE IT MUCH LONGER!

AND, AS THE FAST-MOVING FIGHT CONTINUES...

THE *BEETLE*... AND *SPIDER-MAN*... FIGHTING OUTSIDE MY WINDOW! THIS IS HORRIBLE!

I..I NEED *HELP!* JOHNNY...I'VE GOT TO CALL *JOHNNY!*

THERE'S THE PHONE! THE WAY *MY* LUCK'S BEEN RUNNING, IT'S PROBABLY SOMEONE CALLING TO *SUE* ME!

BRRING!

JOHNNY! THANK HEAVEN I REACHED YOU! YOU'VE GOT TO FLAME ON AND GET HERE RIGHT AWAY! I-I'M IN *DANGER!*

NICE TRY, GIRL FRIEND! BUT, YOU WON'T MAKE ME LOSE MY BET *THAT* WAY! I SAID I WOULDN'T FLAME ON FOR 24 HOURS... AND I'VE STILL GOT ABOUT ELEVEN HOURS TO GO!

OH, *NO!* I'M NOT FOOLING! I *NEED* YOU, JOHNNY! YOU MUST *BELIEVE* ME!

SURE, HONEY, SURE! I BELIEVE YOU! YOU'D NEVER TRY TO KID *ME!*

WHY, I'LL BET THERE ARE A COUPLE OF BIG, BAD VILLAINS OUTSIDE YOUR WINDOW RIGHT NOW! WHO *ARE* THEY, DORRIE? SPIDER-MAN AND DOCTOR DOOM?

JOHNNY... *LISTEN...!*

I HAVE TO HANG UP NOW, BABY! THE BIG BAD WOLF IS TRYING TO BLOW MY DOOR DOWN! SEE YA AROUND!

HE...DIDN'T *BELIEVE* ME! IT'S MY OWN FAULT...FOR ALWAYS CRITICIZING HIM! HE HUNG UP!

CLICK!

AND, AS SPIDEY AND THE BEETLE CONTINUE THEIR BATTLE OUTSIDE DORIS EVANS' WINDOW...

GOOD OL' DORRIE! I ALWAYS *DID* LIKE A GAL WITH A SENSE OF HUMOR!

BUT, THOUGH JOHNNY STORM CHUCKLES OVER DORRIE'S "SENSE OF HUMOR", NONE OF OUR OTHER PROTAGONISTS SEEM TO BE DOING MUCH LAUGHING...!

MAYBE I CAN KEEP HIM FROM USING HIS WINGS WITH MY *WEBBING!*

I WAS *AFRAID* OF THAT! HE *SNAPPED* IT BEFORE IT COULD HARDEN! BUT I'VE GOT TO STOP HIM FROM TAKING TO THE AIR!

FWITTT!

GOOD! I'VE *GOT* 'IM NOW!

HERE'S WHERE YOU GET YOUR WINGS CLIPPED, CHUM!

OH, *NO!* NOW THEY'RE IN THE HOUSE! JUST WHEN I WAS GOING TO CALL THE *POLICE!!*

CRASH!

THEY'RE BETWEEN ME AND THE PHONE! WHAT WILL I *DO?* !!!!

YOU'VE RUINED MY WHOLE *PLAN!!* YOU'LL *PAY* FOR THAT!!

SORRY, BEETLE... I'M A LITTLE SHORT RIGHT NOW! DO YOU MIND IF I *CHARGE IT* INSTEAD ??

WHOP!

NOW, SUPPOSE YOU TELL ME WHAT YOUR *SO-CALLED PLAN* WAS, WHILE YOU CAN STILL *TALK!*

I WISH I FELT AS CONFIDENT AS I'M TRYING TO SOUND! THAT ARMOR OF HIS SHRUGS OFF MY BLOWS AS THOUGH THEY'RE POWDER-PUFFS!

WHILE, NOT TOO FAR AWAY, WE FIND...

WELL, NOW THAT DORRIE HAS HAD HER LITTLE LAUGH FOR THE DAY, I GUESS I'LL MOSEY OVER AND PAY HER A VISIT!

SHE SURE IS A GREAT GAL, EVEN IF SHE *DOES* HAVE THAT NUTTY PREJUDICE AGAINST COSTUMED CRIME-FIGHTERS!

BUT, AT THAT PARTICULAR MOMENT, ANOTHER COSTUMED CRIME-FIGHTER WOULD LOOK MIGHTY GOOD TO THE YOUNG LADY IN QUESTION!

WHAT DOES IT *MEAN*? WHERE WILL IT ALL *END*?

IF I COULD ONLY REACH THE *PHONE*!

HE'S A MORE DANGEROUS ENEMY THAN I THOUGHT! I'LL HAVE TO TRY A *DIFFERENT* TACTIC! *THE GIRL*! JUST THE THING!

HE'S REACHING FOR *DORIS*! I CAN'T *GET* TO HIM IN TIME!

HAH! JUST WHAT I *NEED*! A PERFECT LITTLE *HOSTAGE*!

NO! STAY AWAY... *BOTH* OF YOU! *HELP*!!

I DARE NOT ATTACK THE BEETLE WHILE HE'S WITH DORIS! CAN'T TAKE A CHANCE OF HER BEING INJURED!

I THINK YOU'RE BRIGHT ENOUGH TO REALIZE THAT *I* NOW HOLD THE WINNING CARD, SPIDER-MAN! SO, DON'T TRY TO STOP US FROM LEAVING!

STOP *US* FROM LEAVING? OH, *NO*! YOU *CAN'T*!

ON THE CONTRARY, MY DEAR!... I *CAN*-- AND I *WILL*! WITH *YOU* ACCOMPANYING ME, THERE IS *STILL* A CHANCE OF ME BAITING A TRAP FOR THE HUMAN TORCH!

A TRAP FOR THE TORCH!! SO *THAT'S* YOUR OBJECTIVE!

I CAN'T LET HIM GET AWAY!

I'VE GOT TO *FOLLOW* THEM! HIS WINGS ARE SO HEAVY THAT HE CAN'T FLY VERY FAST!... AND, IF HE DOESN'T GET TOO FAR, MY SPIDER SENSE SHOULD BE ABLE TO KEEP TRACK OF HIM!

BUT, A FEW SECONDS AFTER OUR LITTLE CAST OF CHARACTERS HAS VACATED THE HOUSE, JOHNNY STORM ARRIVES, ONLY TO FIND...

THE PLACE IS A *SHAMBLES!* DORRIE IS GONE! AND...THERE ARE TRACES OF *WEBBING* AROUND!

HOW COULD I HAVE BEEN SO *DUMB?* HER PHONE CALL WAS FOR *REAL!*

FLAME ON!

WHATEVER HAPPENED, *SPIDER-MAN* MUST BE INVOLVED IN SOME WAY! BUT... *HOW? WHY??*

THEY CAN'T HAVE GONE FAR! I'VE *GOT* TO FIND THEM!

AND THEN, THE FLAMING, FLYING TEEN-AGER SEES...

THERE HE *IS!* TRYING TO *ESCAPE!*

HOLD IT, YOU WEB-SPINNIN' CREEP! WHERE'S MY GIRL FRIEND?? WHAT'S HAPPENED TO DORRIE??

THE *TORCH!!!*

HE MUST HAVE COME FROM DORIS' HOUSE! HE THINKS *I'M* RESPONSIBLE! *OWW*...THOSE BLAMED FIREBALLS ARE COMING TOO CLOSE FOR COMFORT! I'VE GOT TO *DO* SOMETHING!

HEADS UP, TORCHY! YOU'RE NOT THE *ONLY* BUSH-LEAGUE PITCHER AROUND HERE! HERE'S AN ASBESTOS *WEB-BALL* TO CHEW ON FOR A WHILE!

HOPE THAT STALLS HIM LONG ENOUGH FOR ME TO PICK UP THE BEETLE'S TRAIL AGAIN!

UH OH! THE TORCH'S HEAT WAS STRONG ENOUGH TO MELT MY LITTLE PELLETS INTO NOTHINGNESS! HEY...WHAT'S *THAT...?*

THE BEETLE'S GETTING FURTHER AWAY! I'VE GOT TO GET TORCHY TO *FOLLOW* ME AFTER HIM!

IT WON'T BE *HARD* TO GET HIM TO TRAIL ME! HE'S SO *ANGRY* NOW, THAT I COULDN'T STOP HIM IF I *WANTED* TO!

TALK, YOU DOUBLE-DEALIN' CRUMB! *WHERE'S DORIS EVANS??*

STICK WITH *ME*, HOT STUFF, AND YOU'LL FIND OUT! HERE...HAVE YOUR FIRE-BALLS *BACK*...YOU MAY *NEED* 'EM AGAIN!

"AND DON'T GET *TOO* CLOSE, TORCHY BOY! I DON'T WANNA SINGE MY NEW SUNDAY-GO-TO-MEETIN' BRITCHES!!

I'D BETTER GET READY TO HIGH-TAIL IT *OUT* OF HERE NOW BEFORE HE EXPLODES! THAT BOY IS *MAD!!*

ALL RIGHT, BIG MOUTH...YOU *ASKED* FOR IT! WHEN I'M THROUGH WITH YOU, THERE WON'T BE ENOUGH OF YOU LEFT TO SHAKE A SPIDER AT! I'M *THROUGH* HANDLIN' YOU WITH KID GLOVES!

HE'S COMING *AFTER* ME! IT'S WHAT I *WANTED!*

NOW, ALL I HAVE TO DO IS FIND A WAY TO *LIVE THROUGH IT!*

SO FAR, SO GOOD! MY SPIDER SENSE HAS KEPT ME ONE JUMP AHEAD OF THOSE FLAMIN' FIREBALLS OF HIS!

AND, WE'RE GAINING ON THE *BEETLE!*

PLEASE DON'T DROP ME!! *PLEASE!*

NOT A *CHANCE*, KID! YOU'RE TOO *VALUABLE* TO ME!

NOW, ALL I HAVE TO DO IS GET THE TORCH INTO POSITION SO HE'LL SEE THE BEETLE BEFORE HE BOUNCES A FIREBALL OFF ME!

YOU'RE *FAST*, WEBHEAD... BUT I'M GETTING THE *RANGE* NOW!

YEAH... THAT'S *ALL!*

BUT, ON THE SLIM CHANCE THAT *SOMEBODY* MAY BUY OUR SPIDEY MAG TO SEE J. JONAH JAMESON INSTEAD OF OUR WEB-SPINNER IN ACTION, HERE HE IS... JUST FOR A SEC...!

MISS BRANT! WHERE IN SAM HILL IS PETER PARKER?? HE HASN'T BROUGHT ME ANY UNUSUAL CRIME PHOTOS IN *DAYS!*

WHY, I DON'T *KNOW*, MR. JAMESON!

WHAT DO YOU *MEAN* YOU DON'T KNOW?? YOU'RE HIS *GIRL FRIEND*, AREN'T YOU?? ALTHOUGH I CAN'T SEE *WHY!!*

I'M AFRAID *I* HAVEN'T SEEN TOO MUCH OF HIM LATELY MYSELF!

IF ONLY I KNEW WHO THAT *OTHER* GIRL IS THAT THOSE BOYS SAID HE'S BEEN DATING!

TEEN-AGERS, ... *BAH!* CAN'T DEPEND ON *ANY* OF THEM! I'M LEAVING FOR THE DAY!!

ALTHOUGH, PERHAPS I'M BEING *UNFAIR* TO PETER! MAYBE THERE'S AN EXPLANATION! IT...IT'S *POSSIBLE!*

SLAM!

I'LL PHONE AND GIVE HIM A CHANCE TO EXPLAIN! PERHAPS IT'S ALL VERY INNOCENT!

HELLO, MRS. PARKER! THIS IS BETTY BRANT! IS YOUR NEPHEW *PETER* HOME?

WHY, *NO!*..HE ISN'T! I HAVEN'T SEEN HIM SINCE MORNING! I THOUGHT HE MIGHT BE WITH *YOU!*

HELLO! BETTY?? *HELLO?* OH DEAR! WE MUST HAVE BEEN CUT OFF!

STRANGE! ...I COULD HAVE SWORN I HEARD.. A *SOB!*

WHAT A *FOOL* I WAS...HOPING FOR THE IMPOSSIBLE! OF *COURSE* THERE'S NO EXPLANATION! PETER IS PROBABLY OUT WITH *HER* RIGHT NOW!

AND, IN A VERY REMOTE SENSE, BETTY BRANT IS *RIGHT*...!

IT'S *SPIDER-MAN*... AND THE *TORCH*! THEY *FOUND* ME!!

I'LL LEAVE THE GIRL THERE... NEED BOTH MY HANDS *FREE*!

THE *BEETLE*! *HE* HAD DORRIE!

THAT'S WHAT I WAS TRYING TO *TELL* YOU!

OH, *JOHNNY*! THANK HEAVEN YOU'RE *HERE*!

TAKE IT EASY, DOLLFACE! EVERYTHING'S GONNA BE A-OKAY NOW!

BOY, IF TORCHY HAS ANY FAULTS, ONE OF 'EM SURE ISN'T LACK OF *CONFIDENCE*!

HOLD IT, BEETLE! *YOU'RE* NOT GOIN' ANYWHERE, MISTER!

THIS EMPTY CONDEMNED BUILDING ISN'T THE SITE I'D HAVE CHOSEN FOR MY SHOW-DOWN BATTLE WITH THE TORCH... BUT I CAN'T BE CHOOSY NOW!

I'LL DUCK THROUGH THIS WINDOW AND TRY TO FINISH HIM OFF WHEN HE FOLLOWS ME IN... BEFORE *SPIDER-MAN* CAN INTERFERE!

BUT, THE BEETLE SOON LEARNS THAT SPIDEY HAS HIS OWN QUAINT LITTLE WAY OF CHANGING SOME OF THE BEST LAID PLANS...!!

TSK TSK! DON'T YOU *EVER* KNOCK BEFORE ENTERING??

SPIDER-MAN!!

YOUR APPEARANCE CHANGES NOTHING! I'M POWERFUL ENOUGH TO DEFEAT *TWO* AS WELL AS ONE!!

WOW! HE RIPPED OUT PART OF THAT WALL LIKE IT WAS *PAPER*!

WHERE *IS* HE?? I SAW HIM COME IN HERE! I... *UGNHHHH*!

LOOK OUT, TORCH!

THOOOOOM!

GOOD THING YOU'VE GOT A HOT, HOLLOW HEAD, SONNY! *UH-OH!* THE BEETLE'S TRYING TO CUT OUT! I'LL TAKE OFF AFTER HIM!

AND JUST TO PLAY SAFE, SO WILL *I*! ONLY I'LL DO IT *MY* WAY!

SURPRISED, BEETLE?? YOU MIGHT BE ABLE TO OUTFLY *SPIDER-MAN*... BUT NEVER THE *HUMAN TORCH!*

JUST STAY WHERE YOU *ARE*, TORCH... I WANT TO *REMEMBER* YOU THAT WAY!

BUT, AS THE BEETLE PULLS DOWN A SECTION OF PLASTER CEILING, WITH WHICH TO SNUFF OUT THE TORCH'S FLAME, A NIMBLE, LITHE-MUSCLED FIGURE COMES HURTLING THROUGH THE OPENING...!

YOU AGAIN!!

NATURALLY, BUB! YOU DON'T THINK YOU CAN JUST *WISH* ME AWAY, DO YOU??

SPIDER-MAN HAS COME BETWEEN US *AGAIN!!* IS HE TRYING TO HELP *ME*, OR PROTECT THE *BEETLE*??

THEY'RE TOO UNPREDICTABLE! I DON'T KNOW WHERE THEY'LL POP UP NEXT! I'VE GOT TO GET AWAY AND MAKE NEW PLANS!

TIME ENOUGH TO WORRY ABOUT WEBHEAD LATER! *NOW* I'VE GOT TO HEAD THE *BEETLE* OFF!

HE GLIDED UPSTAIRS! I'VE GOT TO REACH HIM BEFORE HE GETS TO THE ROOF!

AND THEN...

NOW I'VE GOT YOU, BEETLE!

LOOK OUT, HOTHEAD! HE'S MINE!!

TORCH!! SPIDER-MAN!! OH, NO!

OH, YES!!!

THOK!

I'VE GOT TO GET AWAY! I WON'T BE BEATEN AGAIN! I WON'T RETURN TO JAIL! I WON'T!

HOLD IT, CHUM! THE PARTY'S NOT OVER YET!

WANNA BET??

WHIPP!

STOPPING HIM IS ONLY PART OF IT, SPIDEY! I'LL CREATE A COZY LITTLE FIRE CELL FOR HIM UNTIL THE FIGHT'S KNOCKED OUT OF HIM!

THE FLAMES ARE TOO HOT EVEN FOR MY ASBESTOS GARB! I'M TRAPPED!

FINALLY, A SHORT TIME LATER...

JOHNNY! AREN'T YOU GOING TO DO SOMETHING ABOUT THAT HORRID SPIDER-MAN? I STILL THINK HE WAS IN LEAGUE WITH THE BEETLE!

WE'VE NO PROOF, DORRIE... AND HE DID HELP ME CATCH HIM!

AND, BY THE WAY, HAVE YOU NOTICED THAT YOU DON'T MIND ME BEING THE HUMAN TORCH AT ALL... WHEN YOU'RE IN TROUBLE!

SHE'LL NEVER REALLY TRUST SPIDER-MAN! AND, EVEN THE TORCH ISN'T SURE ABOUT ME!

JAMESON PROBABLY HATES ME MORE THAN *EVER* NOW, BECAUSE I HAVEN'T DONE ANY WORK AS PETER PARKER FOR HIM LATELY!

BETTY IS ANGRY AT ME AGAIN, AND AS USUAL, I CAN'T THINK OF ANY WAY TO EXPLAIN!

IS THIS MY FATE? AM I DESTINED TO GO THROUGH LIFE AS A PROFESSIONAL "FALL GUY"? WHY MUST I BE A COSTUMED, SUPER-POWERED SAD SACK??

...ESPECIALLY WHEN THE *TORCH*, WHO'S NO BETTER THAN I IN ANY RESPECT, GETS ALL THE GLORY... THE PRAISE... AND EVEN THE *GIRL!* FOR *HIM*, LIFE IS ONE BIG HAPPY ENDING!

JOHNNY! LOOK! HE'S GETTING AWAY!

I COULDN'T STOP HIM IF I WANTED TO! THAT LAST FLIGHT WORE MY FLAME OUT FOR A WHILE!

I'VE *HAD* IT! THEY DON'T NEED *ME* THERE ANY MORE!

WHAT KIND OF PERSON DO YOU THINK HE *REALLY* IS?

HARD TO SAY, DORRIE! SOMETIMES I THINK HE'S REALLY A TERRIFIC GUY... AND OTHER TIMES I WANNA KNOCK HIS BLOCK OFF!

I COULD UNDERSTAND IF SHE FELL FOR A GUY LIKE *SPIDEY!* BUT, THAT *PETER PARKER* GUY... I JUST DON'T *GET* IT!!

THIS IS WHAT I NEED! A CHANCE TO BE ALONE... TO CLEAR MY THOUGHTS...!

I WONDER IF THE WORLD WILL *EVER* ACCLAIM ME AS IT DOES OTHERS? OR AM I ALWAYS TO GO THROUGH LIFE SHUNNED AND LOATHED!

IF ONLY I COULD REVEAL MY SECRET IDENTITY... IF I COULD LET PEOPLE REALIZE WHO I AM..!

...BUT I JUST DON'T DARE!

IF YOU ENJOYED PETEY AND HIS PALS AS MUCH AS WE HOPE YOU DID, TUNE IN AGAIN *NEXT* ISH FOR LOTS MORE OF THE SAME! HAPPY WEB-SPINNING!

A MARVEL MASTERWORK PIN-UP

SPIDER-MAN

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

22 MAR

IND.

ANOTHER BIG ONE FROM MIGHTY MARVEL!

NEW THRILLS! NEW VILLAINS! NEW SURPRISES!

SPIDEY BATTLES

"THE CLOWN And His MASTERS OF MENACE!"

SPIDER-MAN

PREEEEEESENTING... the CLOWN, and his MASTERS OF MENACE!

THE CRAFTY CLOWN

THE GREAT GAMBONNOS

THE MAN CALLED CANNON-BALL

PRINCESS PYTHON

AND, TAKE A GOOD LOOK AT THE RING-MASTER... HE WON'T BE AROUND VERY LONG!

WRITTEN BY: STAN LEE

ILLUSTRATED BY: STEVE DITKO

LETTERED BY: ARTIE SIMEK

WE LET ARTIE DO THIS OCCASIONALLY! IT'S CHEAPER THAN GIVING HIM A RAISE!

ANOTHER ONE OF LEE'S LIVING LEGENDS!

ANOTHER DAZZLING DITKO DELIGHT!

IN A SLEAZY HOTEL ROOM, IN A SHABBY HOTEL, SOME SNEAKY SINNERS ARE STARTLED BY THE SIGHT OF A SPARKLING SPIDER SIGNAL!

LOOK! A SUDDEN BEAM OF LIGHT THRU THE WINDOW!

IT'S THE MARK OF SPIDER-MAN!

IT'S GETTING BRIGHTER!

WELL, WELL! IF IT ISN'T THE ROLLICKING RING-MASTER AND HIS PLAYFUL LITTLE PARTNERS!

STAY BACK, YOU WALL-CRAWLING WEASEL! WE SERVED OUR PRISON TERMS! WE'RE FREE NOW!

I KNOW! BUT I'M BETTING YOU DIDN'T CALL THIS MEETING JUST TO HAVE A TEA PARTY!

SO I CAME TO WARN YOU! DON'T EVER AGAIN TRY TO MAKE A PATSY OUT OF ME, LIKE YOU DID THE LAST TIME AT YOUR CREEPY CIRCUS!*

YOU'RE NOT SCARING ME!

*SPIDEY #16--STAN & STEVE.

THEN WHY ARE YOU SHAKING THAT WAY??

YOU FUMBLING PHONY! I OUGHTA MAKE YOU EAT YOUR HAT TO SHOW I'M NOT KIDDING!

NO! I BELIEVE YOU! I BELIEVE YOU!

SO SMOOTH AND SILENT ARE SPIDER-MAN'S ACTIONS, THAT NO ONE NOTICES HIM FASTENING A SMALL DEVICE TO THE UNIQUE TOP HAT!

THERE! NOW MY LITTLE GIZMO'S IN PLACE!

OKAY! I'VE SAID MY PIECE! I'LL LEAVE YOU TO YOUR FUN AND GAMES NOW!

WAIT! GIVE ME BACK MY HAT!

I WAS HOPING HE'D SAY THAT!

HERE! JUST MAKE SURE THAT IT, AND YOU, STAY OUTA MY WAY FROM NOW ON!

AND DON'T CALL ME--I'LL CALL YOU!

THAT'S THAT! WITH MY LITTLE ELECTRONIC GIZMO SECRETLY STUCK TO HIS FEDORA, I'LL BE ABLE TO FIND HIM ANY TIME I WANT TO!

NOW THAT *HE'S* GONE, WE CAN GET BACK TO BUSINESS! WE'LL GO TO ANOTHER STATE, OPEN OUR CIRCUS AGAIN, AND I'LL HYPNOTIZE THE CROWDS AS USUAL WHILE YOU MAKE A FORTUNE ROBBING THEM!

NOT A *CHANCE*, MISTER! YOU'VE *HAD* IT!

WE STRUCK OUT *TWICE!* I'M NOT WAITING FOR THE *THIRD* STRIKE!

WE NEED A *NEW* KIND OF CAPER!

YOU'RE *RIGHT*, BOYS! IF WE STAY WITH THE *RINGMASTER*, WE'LL JUST WIND UP IN JAIL AGAIN!

ME NEITHER!

THAT'S WHY I'M CUTTING OUT! I'VE STILL GOT MY *SNAKE ACT* TO FALL BACK ON!

BUT YOU CAN *KEEP* YOUR SNAKE ACT! I'LL FIND A WAY TO FIT *PRINCESS PYTHON* INTO MY NEXT GREAT SCHEME!

FORGET IT, TOP HAT! JUST BECAUSE YOU'RE A COOL HYPNOTIST, THAT DOESN'T MEAN WE HAVE TO MAKE *YOU* OUR HEAD MAN!

THE PRINCESS IS *RIGHT!* YOU'RE WASHED UP, RINGMASTER!

BUT--!

NO "*BUTS*" ABOUT IT! LOOK HOW *SPIDER-MAN* PUSHED YOU AROUND! YOU'RE A *HAS-BEEN*, CHUM!

BUT, YOU NEED A *LEADER* !!

SURE WE DO! SOMEONE *CLEVER*, AND *CRAFTY!* SOMEONE WHO CAN THINK ON HIS FEET-- WHO PEOPLE WILL *TRUST!* SOMEONE LIKE--THE *CLOWN!*

NO! YOU CAN'T *DO* THIS TO ME! I'M THE ONE WHO BROUGHT YOU TOGETHER!

AND YOU'RE THE ONE WHO'S GONNA KISS US GOODBYE! YOU'VE GOT YOUR HAT-- TAKE IT AND *BLOW!*

I'LL MAKE YOU *REGRET* THIS!!

YOU TALK TOO MUCH, MISTER! WE KNOW BETTER THAN TO LET YOU HYPNOTIZE US-- AND WITHOUT HYPNOSIS, YOU'RE *NOTHING!*

THONK!

AND, ON YOUR WAY OUT, HERE'S A LITTLE FORGET-ME-NOT FROM *CANNONBALL!*

WHUFF!

HOLD IT, TOP HAT! I DON'T WANT YOU TO THINK THE *GREAT GAMBONNOS* HAVE FORGOTTEN ABOUT YOU! *WE'LL* SAY GOODBYE IN OUR *OWN* WAY!

READY, BROTHER?

READY!

NO! DON'T--!

HERE HE *IS!*

GOT HIM!

HELLLLP!

THEN, FINALLY-- AFTER THE PERFORMERS WEARY OF THEIR LITTLE GAME...

ALL RIGHT, USELESS-- *TAKE OFF!*-- UNLESS YOU WANT US TO GIVE YOU *ANOTHER* LITTLE FREE PERFORMANCE!

NO! I'LL GO! I'VE HAD ENOUGH!

BUT YOU HAVEN'T HEARD THE *LAST* OF ME, YOU SMIRKING FOOLS!

HE'S *GONE!* IS IT AGREED THAT THE *CLOWN* WILL BE OUR NEW LEADER?

SURE! WHAT HAVE WE GOT TO LOSE?

YOU'VE MADE A WISER CHOICE THAN YOU THINK!

WITH OUR TALENTS --AND WITHOUT THAT PHONY HYPNOTISM BIT, WE'LL *REALLY* GO PLACES!

COUNT *ME* IN!

A FEW DAYS LATER, AT MIDTOWN HIGH SCHOOL...

HOT DOG! THERE'S THE *BELL!* LET'S GRAB A SODA!

HMMMM... SOME OF THESE NEW BIO-CHEMICAL DISCOVERIES OF DR. HENRY PYM ARE AWFULLY INTERESTING!

I WONDER IF I SHOULD SPECIALIZE IN BIO-CHEMISTRY, OR PHYSICS?

PETER PARKER! PUT DOWN THAT BOOK, YOU SILLY THING! THE BELL RANG *MINUTES* AGO! CLASS IS OVER!

OH-- THANKS, LIZ! I DIDN'T NOTICE!

AW, LEAVE 'IM ALONE, LIZ! A KISSER LIKE *HIS* LOOKS BETTER WITH A *BOOK* COVERING IT *ANY* TIME!

YOU CAN'T STUDY ALL THE TIME! YOU NEED SOME RELAXATION, PETEY! WHY DON'T YOU WALK ME HOME?

I'M SORRY, LIZ! I CAN'T TODAY! SOME OTHER TIME, OKAY?

BETTY BRANT IS MAD ENOUGH AT ME NOW! IF SHE EVER SAW ME WALKING LIZ HOME, I'D BE FINISHED IN HER LEAGUE!

WE'LL MEET YOU OUTSIDE, LIZ!

A FEW MINUTES LATER...

PETER! I HOPED I'D RUN INTO YOU!

BETTY! GOSH, AM I GLAD TO SEE YOU!

YOU ARE? BUT--WHAT ABOUT THE RUMORS I HEARD THAT YOU WERE MAKING A PLAY FOR JOHNNY STORM'S GIRL FRIEND? *

I WAS HOPING YOU'D GIVE ME A CHANCE TO EXPLAIN ABOUT THAT, BETTY!

*AS DESCRIBED IN SPIDEY #21 -- STAN.

I HARDLY KNOW HER! SHE DOESN'T MEAN ANYTHING TO ME-- NOR I TO HER! SHE WAS JUST TRYING TO MAKE JOHNNY JEALOUS!

OH, PETER -- YOU MUST THINK I'M JUST A JEALOUS, FOOLISH FEMALE!

MAYBE YOU ARE, BET! BUT, YOU'RE ALSO THE PRETTIEST, NICEST, MOST WONDERFUL GAL I KNOW!

AND I WON'T TRY TO PRETEND I DON'T LOVE YOU SAYING IT!

NOW THAT WE'VE SIGNED A DISARMAMENT PACT, HOW ABOUT DINNER WITH ME TONIGHT, PRETTY GIRL?

I'D LOVE TO, PETER, BUT I CAN'T! JONAH JAMESON IS SPONSORING AN ART EXHIBIT TONIGHT, AND WANTS ME THERE TO TAKE NOTES!

BUT I INSIST THAT YOU COME WITH ME!

AND SO, A SHORT TIME LATER, AT A PLUSH MADISON AVENUE ART GALLERY...

AH YES, MRS. VAN DER TWILLIGER, IT'S ONE OF THE FINEST COLLECTIONS OF ART IN THE EAST! I SELECTED ALL THE PAINTINGS MYSELF! THEY'RE VIRTUALLY PRICELESS!

YOU DEAR MAN! TO BE SO SUCCESSFUL, AND HAVE SUCH TASTE IN ART, TOO! HOW I ADMIRE YOU!

WELL NOW-- HRUMMPH! I HATE TO BRAG, BUT, IF I DO SAY SO MYSELF--!

BOY! I WISH I COULD DRAW FEET LIKE THAT!

I BELIEVE IT'S MY CIVIC DUTY TO BRING ART APPRECIATION TO THE MASSES! I LOVE NOTHING BETTER THAN HELPING MY FELLOW MAN!

AND, IF I CAN MAKE A NICE HEALTHY PROFIT AS WELL, IT DOESN'T EXACTLY BREAK MY HEART, EITHER!

IF THIS STUFF IS ART, I'M GLAD I'M A SCIENCE MAJOR!

MEANWHILE, JUST OUTSIDE THE CROWDED GALLERY, WE FIND...

NOW WE'LL SEE WHETHER YOU'RE A BETTER LEADER THAN THE RING-MASTER, CLOWN!

THIS JOB WILL BE A BREEZE, IF YOU DO EXACTLY AS I TOLD YOU!

GAMBONNO! YOU AND YOUR BROTHER GRAB CANNON-BALL!

THERE'S SO MUCH TALK-ING GOING ON IN FRONT, THEY'LL PROBABLY NEVER HEAR US BACK HERE! SO LET'S GO!

ONE! AND TWO! AND--

THREE!

PERFECT!

NOW, I'LL DISTRACT THEM WHILE YOU LOOT THE PLACE!

BRACK!

LOOK! A CLOWN!

PREEEEESENTING: AN EXTRAORDINARY EPISODE OF JAZZY JUGGLING AND BREATH-TAKING BALANCE, THRU THE COURTESY OF MR. J. JONAH JAMESON!

I NEVER HIRED HIM! BUT, IF I'LL GET THE CREDIT FOR IT, THAT'S OKAY WITH ME!

IT'S WORKING LIKE A CHARM! HERE--CATCH!

WHILE EVERYBODY WATCHES THE CLOWN, WE CAN LOOT THE BACK ROOM AT OUR LEISURE!

YES SIREE! WE GOT OURSELVES A GREAT NEW LEADER!

DIDN'T I TELL YOU??

BUT, THERE'S USUALLY SOMEONE AROUND TO SPOIL WHAT SEEMS TO BE A PERFECT PLAN! IN THIS CASE, THAT SOMEONE IS...

THAT'S NO ORDINARY CLOWN! HE'S ONE OF THE RINGMASTER'S GANG! THAT MEANS THERE'S TROUBLE BREWING!

WHAT'S THAT NOISE FROM THE BACK ROOM?

WHO'S INSIDE THERE??

UH OH! SOMEONE'S SUSPICIOUS! I'VE GOT TO KEEP THE CROWD BACK!

STAY BACK, FOLKS! THINK HOW EMBARRASSING IT WOULD BE TO GET RUN OVER BY A UNICYCLE!

SOMETHING IS GOING ON! BUT I CAN'T CHANGE TO SPIDER-MAN NOW!

WHAT'S GOING ON HERE?? LET GO OF THOSE PAINTINGS!

I KINDA HATE TO REFUSE YOU, MAC, SINCE YOU ASK SO NICE AND POLITE!

BUT, US REAL ART LOVERS JUST HATE TO PART WITH PAINTINGS!

CONK!

MINUTES LATER...

GOOD! THE OTHERS MADE THEIR GETAWAY SAFELY! NOW I CAN FOLLOW AFTER THEM! WHAT A TRIUMPH THIS WAS!

MISTER JAMESON! ARE YOU ALL RIGHT??

OH, PETER! HE'S UNCONSCIOUS! AND --HE--HE'S JUST BARELY BREATHING! HE'S HURT VERY BADLY! WE NEED A DOCTOR!

GOOD THING THE POLICE ARE HERE! THEY'LL TAKE OVER NOW! BUT, IF ONLY I COULD GET AWAY--TO CHANGE CLOTHES!

WHAT DO YOU KNOW ABOUT ALL THIS, FELLA??

THEN, AS A POLICE AMBULANCE SPEEDS THE STILL UNCONSCIOUS JONAH JAMESON TO THE HOSPITAL...

YOU TWO ARE IN THE CLEAR! YOU CAN GO NOW! WE'LL DO EVERYTHING WE CAN FOR YOUR BOSS, MISS BRANT!

POOR MR. JAMESON! EVEN THOUGH HE HAD HIS FAULTS, HE WASN'T REALLY SO BAD! I--I PRAY THAT HE'LL BE ALL RIGHT...!

C'MON, BETTY DEAR-- I'LL TAKE YOU HOME!

AND, EXACTLY TEN SECONDS AFTER BETTY BRANT'S DOOR CLOSES BEHIND HER--!

AT LAST I'M FREE TO GO INTO ACTION AS SPIDER-MAN! AND THE ONE I WANT TO FIND IS THE RINGMASTER!

AHH, MY ELECTRONIC GIZMO IS STARTING TO THROB NOW! IT'LL LEAD ME TO THE RING-MASTER, AND HE'S SURE TO LEAD ME TO THE CLOWN AND HIS PLAYFUL LITTLE PALS!

NOTE: FOR THOSE OF YOU WHO HAVEN'T BEEN PAYING STRICT ATTENTION, WE WANNA REMIND YOU THAT SPIDEY STILL DOESN'T KNOW THAT THE RINGMASTER AND HIS LITTLE GANG HAVE SPLIT UP!

IT'S THROBBING *LOUDER* NOW! I'M GETTING *CLOSER!*

BUT, THIS DOESN'T LOOK LIKE THE KIND OF NEIGHBORHOOD WHERE *HE'D* HIDE OUT!

WOW! IT'S THROBBING, AND BUZZING, AND SHAKING TO BEAT THE BAND NOW! I MUST BE ALMOST ON *TOP* OF HIM!

HEY--IT'S COMING FROM THE *POLICE STATION!* THAT'S A NEW ONE!

LOOKS LIKE THEY BEAT ME TO IT! THEY MUST HAVE ALREADY *CAPTURED* THE GANG!

POLICE PL

BUT, ALTHOUGH SPIDEY IS *RIGHT* ABOUT THE RINGMASTER BEING AT HEADQUARTERS, HE'S *WRONG* ABOUT EVERYTHING ELSE!

OKAY, MISTER, YOUR ALIBI CHECKS OUT! BUT I *STILL* THINK YOU'RE MIXED UP IN THAT ART GALLERY ROBBERY!

IF I *WERE,* I WOULDN'T HAVE WAITED FOR YOU TO PICK ME UP! I *TOLD* YOU -- I'M *THRU* WITH CRIME!

I DON'T GET IT! HE'S WALKING OUT-- FREE AS A BIRD! WHY DIDN'T THEY *HOLD* HIM?

THEY WOULDN'T HAVE RELEASED HIM UNLESS HE'S *INNOCENT!* THERE HASN'T EVEN BEEN *TIME* TO SET BAIL! I'D BETTER *FOLLOW* HIM FOR A WHILE!

HE'S STILL THE ONLY LEAD I'VE GOT! THERE'S ALWAYS THE CHANCE HE'LL TAKE ME TO THE OTHERS!

MINUTES LATER...

THOSE CRUMMY RAT FINKS! I GOT THEM ALL TOGETHER! TAUGHT THEM ALL THEY KNOW! AND NOW THEY'RE OPERATING *WITHOUT* ME! I'VE GOT A GOOD MIND TO TELL THE COPS WHERE TO *FIND* THEM!

NO! I'LL DO EVEN *BETTER* THAN THAT! FIRST, I'LL STEAL THE LOOT *FROM* THEM--AND *THEN* I'LL TURN THEM IN! *THAT* WILL BE POETIC JUSTICE!

SO! THEY BROKE UP WITH THE RING-MASTER, DID THEY?! THAT COMPLICATES THINGS FOR ME!

MY *FIRST* JOB IS TO LEARN WHERE THE *OTHERS* ARE! AND I'LL DO IT LIKE *THIS*...!

SAY, RINGMASTER--DO YOUR FRIENDS EVER CALL YOU *RINGO* FOR SHORT?

WHA--?? WHO--WHO *SAID* THAT??

ONE THING'S SURE--I'M NOT TUESDAY WELD! KEEP YOUR EYES ON YOUR HAT, SON!

THAT'S IT! BACK AND FORTH! BACK AND FORTH!

IT *WORKED!* EVERY FRIENDLY NEIGHBOR-HOOD SPIDEY NEEDS A HAT LIKE THAT!

NOW, SLEEPY-HEAD, SUPPOSE YOU TELL ME WHERE THE CLOWN'S HIDEOUT IS?

HE'S PROBABLY--USING *MY* OLD HIDEOUT--

--THE WAREHOUSE WHERE WE STORE ALL OUR CIRCUS EQUIPMENT --ON WEST 22ND STREET!

THANKS A HEAP, WIDE-EYES! AND NOW, IF YOU DON'T MIND, I'D LIKE TO USE YOUR PHONE!

AND IT LOOKS TO ME LIKE YOU WON'T MIND *ANYTHING* FOR A WHILE!

HELLO, MUNICIPAL HOSPITAL? I'M CALLING TO SEE HOW MR. JAMESON IS? ANY WORD ON HIS CONDITION YET?

JUST A MOMENT, SIR! WE'LL RING HIS FLOOR!

HELLO? THIS IS BETTY BRANT! NO, MR. JAMESON IS STILL UNCONSCIOUS! THEY'RE TAKING HIM TO *X-RAY* NOW!

THAT MUFFLED VOICE! IT SOUNDED LIKE-- SOMEONE SPEAKING THRU A MASK!

---THE RINGMASTER WILL HAVE TO KEEP TILL I RETURN! AND THERE'S NOTHING I CAN DO FOR JAMESON!

THAT JUST LEAVES THE *CLOWN* AND HIS CRONIES FOR ME! WELL, IT'LL BE BETTER THAN ME HANGING AROUND WITH NOTHING TO DO!

BECAUSE I'M *ONE* LITTLE WEB-SPINNER WHO LIKES TO KEEP *BUSY!*

AND, NOT VERY FAR AWAY...

GOTTA *HAND* IT TO YOU, CLOWN! WE PULLED IT OFF AS CLEAN AS A WHISTLE!

BUT WE ALL *HAVE* NAMES! WHAT DO YOU *MEAN?*

AND THIS WAS ONLY THE *BEGINNING!* BUT, WE HAVE TO GIVE OURSELVES A *NAME!*

HE MEANS A NAME FOR THE WHOLE *TEAM*-- LIKE THE *AVENGERS*, OR SOMETHIN', HUH, CLOWN?

AW, I'LL BET WE CAN COME UP WITH A *MUCH* BETTER NAME THAN THE *AVENGERS!* THAT'S A REAL CORNBALL MONIKER!

IT *SHOULD* BE A NAME WITH *DRAMA* TO IT! ONE WHICH WILL STRIKE *FEAR* INTO THE HEARTS OF THOSE WHO HEAR IT! ONE WHICH NO ONE CAN EVER FORGET!

HOW ABOUT *THE CARNIVAL CHAMPS?*

OR THE *BIG TOPPERS?*

NO-- *I'VE* GOT IT!

WHAT *IS* IT?

THE *MASTERS OF MENACE!*

THAT'S *GREAT!* IT-- *HEY!* WHAT'S *THAT?!?*

IT'S SPIDER-MAN!

THIS TIME WE MUSTN'T LET HIM OFF SO EASY! GET HIM! STOP HIM! DESTROY HIM!

BOY! DIDN'T ANY OF YOU EVER HEAR OF THE "GOOD NEIGHBOR POLICY"?

SMASH 'IM, CANNONBALL! WE'LL DO THE REST!

WHEN I SMASH ANYBODY, THERE ISN'T ANY "REST" TO DO!

HE HASN'T A CHANCE AGAINST ALL OF US!

UNNHHHH! I MISSED HIM!

MASTERS OF MENACE, EH? YOU OUGHTA CALL YOURSELVES THE UNION OF THE USELESS!

WHUP!

NOW THAT WAS AN UNFRIENDLY THING TO DO!

DON'T TRY THAT AGAIN, CHUM! BECAUSE IF YOU MAKE ME ANGRY, YOU'LL REALLY BE IN TROUBLE!

STAY STILL, BLAST YOU!!

AND NOW, SPIDER-MAN, YOUR BRIEF MOMENT OF GLORY IS OVER! YOUR FLAMBOYANT ACROBATICS DO NOT IMPRESS ME!

OOOF!

BLAST IT! I FORGOT ABOUT THE CLOWN!

NOW IT'S MY TURN!

KEEP AFTER HIM! DON'T GIVE HIM TIME TO REGAIN HIS BALANCE!

KLAK.

I KNEW THERE'D BE DAYS LIKE THIS!

QUICK! TOSS HIM TO ME!

OKAY! HE'S ALL YOURS!

DON'T BECOME OVERCONFIDENT! SPIDER-MAN IS DANGEROUS AS LONG AS HE LIVES!

THANKS FOR THE TESTIMONIAL, BOYS! I'LL TRY TO PROVE THAT YOU'RE RIGHT!

NOW THAT YOU'VE GOT ME, LOUD MOUTH, WHAT ARE YOU GONNA DO WITH ME?

HEY! N-NOBODY CAN TWIST HIMSELF IN THE AIR LIKE THAT!

CORRECTION, GAMBONNO --SPIDER-MAN CAN!

EEE-YIIII!

HAH! I GOT HIM AGAIN!

CANNONBALL-- QUICK! NOW!

WHOOM!

HE-HE'S TOO *POWERFUL!* I CAN'T HANG ON TO HIM!

NATURALLY, CLOWN! BUT YOU GET AN "A" FOR EFFORT!

AS FOR *YOU*, CANNON-BALL, I'VE JUST CROSSED YOU OFF MY LIST OF THE PEOPLE I'D LIKE TO BE STRANDED ON A DESERT ISLE WITH!

YOU'RE SUPPOSED TO STAY *DOWN* WHEN I BUTT YA!

KEEP TRYING! HE CAN'T OUT-MANEUVER *ALL* OF US MUCH LONGER!

WHOOSH!

WHIT T T!

DON'T *BET* ON IT, FUNNY FACE!

HE'S FORGOTTEN ABOUT *PRINCESS PYTHON!* THIS IS MY CHANCE TO SHOW WHAT *I* CAN DO!

SPIDER-MAN! I'M GOING TO DO YOU THE BIGGEST FAVOR OF YOUR LIFE! I'LL GIVE YOU A CHANCE TO *SURRENDER* --BEFORE THEY *DESTROY* YOU!

HUH? LOOK, *LEGGO*, LADY! I'M NOT IN A SURRENDERING MOOD RIGHT NOW! C'MON... KNOCK IT OFF, HUH?

HOLD HIM, PRINCESS! *HOLD HIM!*

SUFFERIN' SPIDER-WEBS! WHAT DO I DO *NOW??* I CAN'T FIGHT A *FEMALE!* I CAN'T USE *FORCE* AGAINST HER-- BUT, IF SHE DOESN'T LET GO, THE OTHERS'LL *PULVERIZE* ME!

GOOD WORK, PRINCESS! WE'VE GOT HIM SURROUNDED NOW-- SO, IF YOU'LL KINDLY STEP ASIDE--!

ALL RIGHT, CLOWN-- BUT BE *GENTLE* WITH HIM! HE'S RATHER *CUTE*-- IN AN OFFBEAT WAY!

WHY DO THE WOMEN IN MY LIFE ALWAYS CAUSE NOTHING BUT TROUBLE ???

MEANWHILE, BACK AT THE RINGMASTER'S APARTMENT, THE SLIGHTLY SWAYING HYPNOTIC HAT CONTINUES TO HOLD HIM IN ITS SPELL...

BUT, NOTHING LASTS FOR-EVER--NOT EVEN THE ADHESIVE WEBBING OF AMAZING SPIDER-MAN! THUS--SUDDENLY--

THUNK!

AND SO, SLOWLY--SINISTERLY--THE GLEAM OF INTELLIGENCE BEGINS TO RETURN TO THE COLD, MALEVOLENT EYES OF THE RINGMASTER!

WHILE, IN A QUIET HOSPITAL ROOM, BETTY BRANT PATIENTLY KEEPS HER LONELY VIGIL...

THE DOCTOR SHOULD HAVE THE X-RAY REPORT SOON NOW!

AND THEN...

HE'S VERY FORTUNATE, MISS BRANT! THE X-RAYS SHOW NO INTERNAL INJURIES! HE SHOULD BE RECOVERING CONSCIOUSNESS BEFORE LONG!

OH, THANK HEAVENS!

PETER WILL BE GLAD TO LEARN THAT--BUT, COME TO *THINK* OF IT--WHERE *IS* PETER?? I HAVEN'T SEEN HIM ALL DAY!

OKAY! THAT'S ENOUGH OF A PAUSE FOR YOU! NOW IT'S TIME TO GET BACK TO OUR WEB-SPINNING BOY WONDER--SO, HERE WE *GO*--!

IF YOU ALL CAN'T STOP HIM *NOW*, YOU MIGHT AS WELL GIVE UP!

DON'T WORRY, PRINCESS! WE'VE GOT HIM RIGHT WHERE WE *WANT* HIM!

YOU'VE GOT THAT *BACKWARDS*, BOYS!

YOU'VE ALL GOT ME EXACTLY WHERE I WANT *YOU*! JUST *WATCH*!

DON'T *LISTEN* TO HIM! HE'S JUST *BLUFF-ING*!

NOW, THAT WAS A *VERY* UNKIND THING TO SAY! IT IMPLIED THAT I WOULD TELL AN UNTRUTH!

WHAP!

AND SO, IT BEHOOVES ME TO *PROVE* THAT I *WASN'T* BLUFFING!

AND, I'M AFRAID I'LL HAVE TO DO IT THE *HARD* WAY!

THUNK

NOW DON'T CROWD, BOYS! I PROMISE TO GET AROUND TO EACH ONE OF YOU AS SOON AS I CAN! FIRST COME, FIRST SERVED!

WHISSH!

KAK!

JUST AS I FEARED! THEY CAN'T *HOLD* HIM! I'VE GOT TO GET AWAY!

HOW CAN ANY-ONE SO NORMAL-SIZED BE SO POWERFUL, AND SO DANGEROUS ??!

I SAVED *YOU* FOR LAST, CANNONBALL! *YOU'RE* THE BIG, BRAVE HERO WHO KNOCKED OUT MIDDLE-AGED JONAH JAMESON!

H-HOW DO YOU *KNOW* ??

THAT NUTTY HELMET YOU WEAR LEFT RIVET MARKS ON HIS SKIN!

AHHH! I WAS *HOPING* YOU'D TRY THIS!

WONK!

JAMESON ISN'T ONE OF MY FAVORITE BUDDY-BOYS, BUT AT LEAST *HE'S* GOOD FOR A FEW LAUGHS!

WHAT'S *YOUR* EXCUSE??

AND THAT TAKES CARE OF THAT! UH OH! WAIT A MINUTE--!

WHAT HAPPENED TO *PRINCESS PYTHON*? I'D BETTER SEE WHAT *SHE'S* UP TO!

WELL, THIS IS THE ONLY DIRECTION SHE *COULD* HAVE TAKEN! SHE CAN'T HAVE GONE FAR!

THERE SHE IS!

ALL RIGHT, MA'AM! YOU'D BETTER COME WITH ME NOW!

HE *FOUND* ME! MY ONLY CHANCE IS TO TAKE ADVANTAGE OF BEING A *FEMALE!*

HOW *DARE* YOU COME IN HERE??!

LOOK, I'M GOING TO TAKE YOUR PLAYMATES TO THE POLICE, AND I DON'T WANT *YOU* TO BE TOO LONELY WITHOUT THEM!

WHAT AM I GONNA *DO?* I CAN'T PUNCH HER IN THE JAW AND *DRAG* HER OUT!!

YOU'RE NO OFFICER! *YOU* CAN'T ARREST ME!

LOOK, WE'RE *BOTH* WASTING TIME! YOU KNOW I'M NOT GOING TO LET YOU GET AWAY SCOT FREE!

I DON'T KNOW ANY SUCH *THING!*

Y'KNOW, SPIDER-MAN, YOU'RE NOT TOO HARD TO TAKE! WHY DON'T YOU AND I TEAM UP?? WE COULD MAKE BEAUTIFUL MUSIC TOGETHER!

SORRY, MA'AM, I HAPPEN TO BE TONE DEAF!

DON'T BE A *FOOL!* THIS COULD BE THE CHANCE OF A LIFETIME FOR YOU! WE'LL TURN THE *OTHERS* IN, AND *WE'LL* KEEP THE LOOT!

Y'KNOW, LADY, I THINK THE THING I LIKE *BEST* ABOUT YOU IS YOUR UNTARNISHED CODE OF HONOR!

BUT JUST *THINK* OF ALL THE MONEY WE'D BE DIVIDING UP!!

THAT DOUBLE-CROSSING, TWO-TIMING NO GOOD FEMALE!!

OKAY, PRINCESS! IF *BETRAYAL* IS PART OF YOUR ROUTINE, THE CRAFTY *CLOWN* WILL SHOW YOU THAT *TWO* CAN PLAY THAT GAME--AND I'LL BET I CAN PLAY IT EVEN *BETTER!*

MEANWHILE...

I FEEL AS THOUGH I'VE BEEN ASLEEP! IT'S STRANGE! PERHAPS I WAS JUST DAY-DREAMING!

BUT--HOW DID MY *HAT* GET ON THE FLOOR??

WELL, I'LL WORRY ABOUT THAT LATER! RIGHT NOW, I'VE GOT TO REACH THE CLOWN AND THE OTHERS BEFORE THEY TAKE IT ON THE LAM!

HMMM! LOOKS LIKE THE RINGMASTER'S IN A MIGHTY BIG HURRY! I'LL JUST TAG ALONG BEHIND HIM, LIKE THE CHIEF TOLD ME TO!

I'LL TEACH THEM THEY CAN'T GET RID OF THEIR *LEADER* AS EASY AS THEY THINK!

AND, AS THE TOP-HATTED HYPNOTIST RACES TO THE GLOOMY WAREHOUSE...

TELL THE *TRUTH*, YOU MASKED DREAMBOAT-- DON'T YOU FIND ME EVEN A *LITTLE BIT* ATTRACTIVE ??

LADY, IF YOU WERE *SOPHIA LOREN*, WHICH YOU'RE DEFINITELY *NOT*--I STILL WOULDN'T TRUST YOU FROM HERE TO THERE!

HAH! IF I CAN *UNMASK* YOU, YOU'LL *HAVE* TO DO AS I SAY TO KEEP YOUR IDENTITY A SECRET!!

NO!

SPURRED ON BY DESPERATION, SPIDEY MOVES WITH BLINDING SPEED, RE-MASKING HIS FACE BEFORE PRINCESS PYTHON CAN SEE WHO HE *REALLY* IS!

WHEW! YOU WON'T GET A CHANCE TO DO *THAT* AGAIN!

DON'T *COUNT* ON IT!

YOU *HAD* YOUR CHANCE! NOW YOU'LL BE SORRY YOU DIDN'T *TAKE* IT!

THIS ELECTRIC PROD CAN CONTROL MY ALL-POWERFUL *PET*! IT WILL CERTAINLY TAME *YOU*, TOO!

PET? *WHAT* PET?

MY TRAINED *SNAKE*, OF COURSE! WHY DO YOU THINK I'M CALLED *PRINCESS PYTHON*, YOU FOOL?!!

HEY! TAKE IT *EASY* WITH THAT THING!! I-I DON'T WANT TO HAVE TO GET ROUGH WITH A FE-MALE!

YOU *FOOL*! THERE'S NOTHING YOU CAN *DO*, NOW! YOU'RE *HELPLESS*!

I'LL HAVE TO STOP HER WITH MY *WEB*! *HEY*--WHAT GIVES?? IT WON'T *WORK*! HER ELECTRIC PROD MUST HAVE FUSED MY WEB SHOOTERS!!

MOMENTARILY UNSURE OF HIS NEXT MOVE, THE AMAZING TEENAGER IS SUDDENLY PRODDED BACK THRU A SMALL DOORWAY, INTO A MURKY, WINDOWLESS ROOM--

THERE! I'VE *WON*! MY *PET* WILL FINISH YOU NOW! FAREWELL, SPIDER-MAN!

SOMETHING HISSING BEHIND ME!! I'D BETTER-- WOW!!

SO THAT'S HER LITTLE "PET"!! IT'S THE BIGGEST FULL-GROWN PYTHON I'VE EVER SEEN!!

ALL RIGHT, MY SLITHERING ONE! HE'S ALL YOURS!

SPIDEY, OLD PAL, IF YOU'VE EVER MOVED FAST-- NOW'S THE TIME TO DO IT!

HE'S HARDLY EVEN TRYING! HE FIGURES I'LL BE DUCK SOUP FOR HIM!

I'VE GOT TO BE SURE HE DOESN'T WRAP HIM-SELF AROUND ME WHILE I'M WORK-ING ON MY OWN BATTLE PLAN!!

SO FAR, SO GOOD!!

IT'S NOW-- OR NEVER! I'VE MANAGED TO GET HIS HEAD IN ONE HAND AND THE TIP OF HIS TAIL IN THE OTHER! NOW, ALL I NEED IS SPLIT-SECOND TIMING, AND AN EXTRA PORTION OF PLAIN, ORDINARY LUCK!!

HE'S STARTING TO STRUGGLE MORE FIERCELY! C'MON, OL' SPIDER STRENGTH-- DON'T FAIL ME NOW!!

HOW ABOUT THAT!! I'LL BET IT'S THE FIRST TIME A SPIDER EVER TIED A PYTHON INTO A KNOT!! WHAT A DANDY PAPER-WEIGHT HE'D MAKE!

HOLD ON THERE, PRINCESS!! WE HAVE A LITTLE UNFINISHED BUSINESS TO ATTEND TO!

HE-HE'S UNBEAT-ABLE!! I'VE GOT TO GET AWAY! THERE'S NOTHING THAT CAN STOP HIM!

AND, JUST AROUND THE CORNER...

FIRST, I'LL MAKE OFF WITH ALL THE PRICELESS PAINTINGS--AND *THEN* I'LL RETURN FOR MY REVENGE!!

SAY! DID I HEAR SOMETHING BEHIND ME??

I MUST JUST BE GETTING JITTERY! THERE'S NOBODY THERE-- *UHHHH!!*

I *TOLD* YOU THAT NOBODY DOUBLE-CROSSES THE *RINGMASTER!* NOW *I'LL* TAKE THOSE PAINTINGS, CLOWN!

HAH! SO *I* WIN AFTER ALL! ONCE I COLLECT THE MONEY FROM THESE MASTERPIECES, I'LL BE ABLE TO HIRE AS MANY UNDERLINGS AS I PLEASE, TO FORM A *NEW* CIRCUS OF CRIME!

BUT, EXACTLY ONE SECOND LATER...

DIDN'T EXPECT ME TO *FOLLOW* YOU, DID YOU, RING-MASTER?

ALL RIGHT, BOYS! RELIEVE HIM OF THOSE PAINTINGS AND HOLD THEM AS EVIDENCE!

OH *NO!* NOT *AGAIN!* I CAN'T FAIL *AGAIN!!*

WHO *SAYS* YOU CAN'T?

AND, COMING UP FAST IN THE HOME STRETCH, WE FIND...

NO! DON'T TOUCH ME! STAY AWAY! I WON'T GO TO PRISON! I *WON'T!*

WHAT'S THAT *RACKET* THERE??

THE *POLICE!!* THEY'RE IN *FRONT* OF ME-- AND *SPIDER-MAN* IS RIGHT BEHIND!!

YOU'RE LUCKY! *OTHER* GIRLS ARE SITTING HOME TONIGHT, WITH NOTHING TO DO!

I'LL LEAVE HER TO THE LAW! *THEY* KNOW HOW TO HANDLE BIG, BAD FEMALES LIKE THAT!

WE'VE BEEN *LOOKING* FOR YOU, PRINCESS! CALL THE PADDY WAGON, BOYS!

I'LL JUST GET A SHOT OF THIS! IT'LL BE THE BEST MEDICINE ANYONE CAN GIVE TO OL' J.J.J.!

I WONDER WHAT THOSE "MASTERS OF MENACE" WOULD SAY IF I ASKED 'EM TO *SMILE?!!*

CLICK!

AND SO, A SHORT TIME LATER...

I UNDERSTAND YOU WERE HERE AT THE HOSPITAL WHILE I WAS ILL, MISS BRANT! TOO LAZY TO GO TO *WORK,* EH??

HE'S AS NASTY AS EVER-- SO I KNOW HE'S ALL RIGHT NOW!

HI, MISTER JAMESON!

PARKER! AND WHERE WERE *YOU* WHEN I WAS PRACTICALLY AT DEATH'S DOOR??

YES, PETER--WHERE *HAVE* YOU BEEN?

AW, I KNEW YOU'D BE OKAY, J. J.! AFTER ALL, YOU WERE ONLY HIT ON THE *HEAD!*

I THINK THAT REMARK WAS IN VERY POOR TASTE, MR. PARKER!

YEAH! WE'RE GOING TO *MISS* YOU AROUND THE PAPER, JUNIOR!

NO, YOU'RE NOT, J. J.! NOT AFTER YOU SEE WHAT I'VE *GOT* FOR YOU!

OF COURSE, I *COULD* ALWAYS SELL THESE EXCLUSIVE PIX OF THE *MASTERS OF MENACE* TO *ANOTHER* NEWSPAPER!

WHAT??! YOU MANAGED TO GET PICTURES OF THE *CLOWN* AND HIS GANG?? LET ME *SEE* THEM-- *QUICK!*

PARKER, YOU'RE A *WIZARD!* THESE SHOTS ARE *FRONT PAGE STUFF!!* THEY SHOW THE CAPTURE OF THE ENTIRE GANG! HEY, WHAT'S THE MATTER??

EVERYTHING WOULD HAVE BEEN PERFECT, EXCEPT--THE *PAINTINGS* WERE RECOVERED! NOW WE'LL HAVE TO *LOOK* AT THEM AGAIN!

COME *ON!* WHAT ARE WE STANDING AROUND FOR? WE'VE GOT AN *EXTRA* TO PUT OUT! THEN, WE'VE GOT TO PLAN A NEW *ART EXHIBIT*, RIGHT AWAY, TO CASH IN ON THE PUBLICITY!

OH, *NO!*

RIGHT *AWAY??*

MUCH, MUCH LATER THAT NIGHT...

I SURE HOPE *AUNT MAY* IS ASLEEP! I SHOULD HAVE PHONED EARLIER TO SAY I WOULDN'T BE HOME FOR DINNER, BUT I DIDN'T HAVE A CHANCE!

AUNT MAY! WHAT ARE *YOU* DOING UP THIS LATE??

WAITING FOR *YOU*, YOUNG MAN! THIS IS THE FIRST TIME YOU EVER STAYED OUT SO LATE WITHOUT CALLING!

GEE, I'M *SORRY*, AUNT MAY! BUT, I CAN EXPLAIN! YOU SEE, WHAT HAPPENED WAS--EH--THAT IS, I MEAN--WELL, IT'S KINDA *HARD* TO EXPLAIN...!

I WON'T TRY TO DENY THAT I'M *HURT*, PETER DEAR! YOU'VE NEVER KEPT *SECRETS* FROM ME BEFORE!

HOOO BOY! THIS IS *AWFUL!* POOR AUNT MAY THINKS I'M KEEPING SOMETHING BAD FROM HER! BUT, THINK HOW MUCH *WORSE* SHE'D FEEL IF SHE KNEW THAT HER PAMPERED PETER PARKER IS REALLY--*SPIDER-MAN!*

TELL US THE TRUTH, NOW! ADMIT IT! HAVE YOU EVER SEEN ANY OTHER COSTUMED SUPER-HERO WHOSE AUNT HAD HIM ON THE CARPET BECAUSE HE STAYED OUT TOO LATE FIGHTING SINISTER ARCH-VILLAINS! OF *COURSE* NOT! BUT, WITH OL' *SPIDEY*, THIS IS JUST THE *BEGINNING* OF ALL THE SURPRISES IN STORE FOR YOU! SO WE WANT ALL YOU WEB-SPINNERS TO *BE* HERE NEXT ISH--AND, TILL THEN--- *FACE FRONT!*

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

IND. 23 APR.

DON'T WASTE A MINUTE! YOU'VE GOT TO SEE SPIDEY IN ACTION AGAINST:

"The GOBLIN And The GANGSTERS!"

SPIDER-MAN

"THE GOBLIN AND THE GANGSTERS"

WRITTEN IN THE SPELL-BINDING STYLE OF **STAN LEE**

ILLUSTRATED IN THE MAGNIFICENT MANNER OF **STEVE DITKO**

LETTERED IN THE FRENZIED FASHION OF **ARTIE SIMEK**

DEDICATED TO THE NEW BREED OF COMICS MAGAZINE READER -- TO *YOU*, THE MODERN *MARVEL FAN*, WHO WILL ACCEPT NOTHING LESS THAN THE *BEST* IN STORY AND ART!

EVERYONE ENJOYS A FAST-MOVING COPS AND ROBBERS STORY! AND, WHEN YOU THROW IN A COSTUMED SUPER-HERO, A COLORFUL SUPER-VILLAIN, AND THE MARVELOUS MARVEL MANNER, IT'S *GOT* TO BE GOOD! WANT PROOF? JUST TAKE A LOOK---

YOU MUST BE *NUTS*, GOBLIN! I AINT LETTIN' *YOU*, OR ANY-ONE *ELSE* TAKE OVER MY GANG! NOW HIT THE ROAD, MISTER, WHILE YOU STILL *CAN!*

DIG THAT CORNY COSTUME, WILLYA?

BUT, UNDER *MY* LEADER-SHIP, WE COULD TAKE OVER EVERY RACKET IN THE CITY!

LOOK--NO ONE MUSCLES IN ON LUCKY LOBO'S MOB, SEE? NOW, TO PROVE I AINT *KIDDIN'*, MY BOYS'LL JUST THROW YOU OUT! *GET 'IM.!!*

IT'LL BE A *PLEASURE*, LUCKY!

BUT, YOU FORGOT ONE THING--THE *PLEASURE* WILL BE ALL *MINE!*

WHAP!

UNHHH!

I'D BETTER LEAVE NOW, BEFORE SOME OF YOU HURT YOUR-SELVES--!

AFTER ALL, WHEN *I* TAKE OVER, I'LL WANT YOU IN GOOD CONDITION TO WORK FOR ME!

THINK IT OVER, LUCKY! *NEXT* TIME I VISIT YOU, I WON'T LET YOU OFF SO *EASY!*

LOOK! IT'S THE *GREEN GOBLIN!*

SECONDS LATER, ACCOMPANIED BY A REPORTER, THE POLICE OFFICER ENTERS THE OFFICE OF LUCKY LOBO...

I SAW THE GOBLIN FLY OUT OF YOUR WINDOW, LUCKY! WHAT'S COMING OFF HERE?

NOTHIN'!! WE'RE CLEAN, SEE? WE GOT RID OF HIM!

LOOKS LIKE THERE WAS A FIGHT HERE! WHAT A STORY! "GREEN GOBLIN RAIDS MOBSTERS!"

WE'LL GET YOU YET, LUCKY! YOU'LL SLIP UP, SOONER OR LATER!

ME? I'M INNO-CENT AS A NEW-BORN BABE!

PRESS

IT'S GETTIN' TOO HOT IN TOWN, LUCKY! THE COPS KEEP WATCHIN' US LIKE HAWKS!

IT'S ON ACCOUNTA THE GOBLIN! HE'S TRYIN' TO CUT ME OUT, SO HE CAN TAKE OVER!

SO FAR, SO GOOD! BUT, NOW I'VE GOT TO SPEED UP MY PLAN! I'M TOO IMPATIENT TO WAIT ANY LONGER!

TAKING OVER LUCKY LOBO'S GANG IS ONLY THE FIRST STEP! AFTER THAT, ALL THE MOBS IN THE CITY WILL FALL INTO LINE! I'LL CONTROL THE ENTIRE UNDER-WORLD!

"THE GREEN GOBLIN, KING OF CRIME!" I LIKE THAT! IT HAS A NICE RING TO IT! AND IT'LL HAPPEN SOONER THAN ANYONE SUSPECTS!

BUT NOW, LET US BRIEFLY TURN AWAY FROM SUCH SORDID MATTERS, AND VISIT THE QUIET SUBURBAN HOME OF PETER PARKER, THE NEXT MORNING, WHERE WE FIND...

I'M SURE GLAD IT'S SATURDAY! IT'S A PLEASURE TO SLEEP LATE!

I'LL WASH UP NOW, AND THEN GO DOWN FOR BREAKFAST!

MMMMM! I CAN SMELL THE BACON FRYING! WHILE AUNT MAY'S IN THE KITCHEN, I'LL SLIP MY SPIDER-MAN DUDS ON UNDER MY CLOTHES!

I WASHED MY COSTUME LAST NIGHT, WHILE SHE WAS ASLEEP! IT OUGHT TO BE DRY BY NOW!

GOOD THING WE HAVE AN ATTIC WHERE I CAN HIDE THESE THINGS WITHOUT AUNT MAY FINDING THEM!

DARN IT! IT'S STILL *WET!* I'LL HAVE TO *LEAVE* IT A WHILE!

TOO BAD I CAN'T JUST GO INTO A STORE AND ASK FOR A WASH-AND-WEAR SPIDEY OUTFIT!

OH WELL, I PROBABLY WON'T BE NEEDING IT THIS MORNING!

IT SHOULD BE SAFE THERE! AUNT MAY HARDLY EVER COMES UP HERE, AND EVEN IF SHE *DOES*, IT'S HIDDEN THERE IN THE SHADOWS!

GOOD MORNING, PETER DEAR! OH, YOU'RE DRESSED TO GO OUT?

YES, AUNT MAY! I'M GOING TO THE LIBRARY TO DO SOME STUDYING! I DON'T WANT TO TAKE ANY CHANCES OF MISSING OUT ON THAT SCIENCE SCHOLARSHIP FOR STATE U.!

REMEMBER, PETER, I DON'T LIKE YOU STAYING *OUT* TOO LATE! IF YOU'LL BE DELAYED, BE SURE TO *CALL* ME--NOT LIKE *LAST* TIME!*

SURE, AUNT MAY! DON'T WORRY!

*SEE *SPIDEY* #22 ---STAN AND STEVE.

THEN, BUYING A NEWSPAPER ON HIS WAY TO THE LIBRARY, PETER IS SURPRISED TO READ...

"GREEN GOBLIN RAIDS RACKETS BOSS!" WHAT GIVES? IS HE TRYING TO BECOME A HERO??

Ooo

CURIOUS ABOUT THE NEWS ITEM, PETER DECIDES TO STOP AT THE *DAILY BUGLE* ON HIS WAY TO THE LIBRARY...

HMMM, BETTY'S NOT AT HER DESK! BOY! JONAH JAMESON SURE HAS EVERYONE *JUMPING* TODAY!

HERE'S A LETTER ON BETTY'S DESK--FROM *EUROPE!* MARKED *PERSONAL!* I WONDER WHO SHE KNOWS IN EUROPE?

WELL, I GUESS IT'S NONE OF *MY* BUSINESS!

BUT, BEFORE PUTTING IT DOWN, PETER CAN'T HELP NOTICING...

IT'S FROM *NED LEEDS*, THE REPORTER WHO USED TO DATE BETTY A FEW MONTHS AGO!

I THOUGHT THINGS WERE ALL *OVER* WITH THEM!

THAT MAN TALKING TO JONAH--I'VE SEEN HIM *BEFORE!*

YOU MEAN YOU'LL LET ME HAVE A *JOB* HERE AGAIN--AS A REPORTER?

SURE! I GUESS I'M JUST SOFT-HEARTED!

NOW I REMEMBER! IT'S FREDERICK FOSWELL, "THE BIG MAN"! HE MUST BE OUT OF JAIL NOW!*

WHAT MADE YOU HIRE HIM BACK AGAIN, MR. JAMESON?

BECAUSE I BELIEVE IN FORGIVENESS, CHARITY, AND BROTHERLY LOVE!

*SEE SPIDEY #10-- STAN AND STEVE.

AND BESIDES, IT'LL BE GOOD FOR MY PUBLIC RELATIONS! IT'LL BUILD UP MY IMAGE AS A LOVEABLE DO-GOODER!

THE OLD PHONY! HIS SMILE IS AS WARM AND FRIENDLY AS A RATTLE-SNAKE!

NOW THEN, PARKER, WHAT ARE YOU DOING HERE? DID YOU BRING ME ANY EXCITING EXCLU-SIVE NEWS PHOTOS?

'FRAID NOT, MR. JAMESON! I JUST DROPPED BY TO SEE BETTY BRANT!

YOU DID, DID YOU? WADDAYA THINK THIS IS, A LONELY HEARTS CLUB? I HAVEN'T TIME TO WASTE TALK-ING TO EVERY FOOL TEEN-AGER WHO COMES IN OFF THE STREET!

AT LEAST I NOW KNOW HE'S THE REAL J. JONAH JAMESON!

OH, THERE'S BETTY NOW!

HI, BET! HOW ABOUT A MOVIE TONIGHT?

SORRY, PETER! I'LL PROBABLY HAVE TO WORK LATE BECAUSE OF OUR EXTRA EDITIONS ABOUT THE GREEN GOBLIN!

OH, THAT'S TOO BAD!

WHY DOESN'T SHE MENTION THAT LETTER FROM NED LEEDS?

ANYTHING ELSE NEW LATELY?

WHY, NO! I GUESS I MUST LEAD A RATHER DULL LIFE, PETER!

I KNOW NED, ALSO! YOU'D THINK SHE'D HAVE MENTIONED HEAR-ING FROM HIM! PERHAPS THERE'S MORE BETWEEN THEM THAN I THOUGHT!

OKAY, BET-- I'LL CHECK WITH YOU LATER!

SO LONG, PETER!

OH DEAR! I FORGOT TO TELL HIM ABOUT NED'S LETTER!

WELL, IT'S TOO LATE NOW! I'LL MENTION IT TO HIM SOME OTHER TIME!

MEANWHILE, AS PETE LEAVES THE BUILDING...

THERE'S FOSWELL, ACTING REAL CHUMMY WITH A SHADY-LOOKING CHARACTER!

HE MIGHT JUST BE ON THE TRAIL OF A STORY --AND THEN AGAIN, IT COULD BE SOME-THING MORE THAN THAT!

BEFORE HIS ARREST AS "THE BIG MAN", FOSWELL WAS THE KINGPIN OF THE RACKETS! HE COULD BE PLANNING TO TAKE OVER AGAIN!

SPIDER-MAN BETTER FOLLOW HIM!

BUT, QUICKLY REACHING THE PRIVACY OF A NEARBY ALLEY, THE AMAZING TEEN-AGER FINDS...

BLAST IT! I FORGOT! I LEFT MY COSTUME HOME TO DRY!

AND I CAN'T TAKE THE CHANCE OF GIVING AWAY MY IDENTITY BY GOING INTO ACTION AS PETER PARKER!

SO, A GOLDEN OPPORTUNITY WASTED, BECAUSE OF A WET COSTUME!

HOWEVER, NICE AND COMFY IN HIS SNUG-FITTING DRY COSTUME, THE GREEN GOBLIN IS WASTING NO TIME AT ALL...

I GOT HERE AS SOON AS I COULD! DO YOU HAVE IT?

YEAH! LUCKY DOESN'T SUSPECT A THING! I'D BE KAPUT IF HE KNEW I WAS DOUBLE-CROSSIN' HIM!

HERE'S A COMPLETE LIST OF THE DOUGH HE MADE FROM THE JOINTS HE OWNS! IF THE INCOME TAX BUREAU EVER SEES THIS, THEY'LL JAIL HIM FOR LIFE!

AHHH, JUST WHAT I WANT! WHEN I TAKE OVER HIS MOB, I'LL REMEMBER YOUR SERVICES, MY FRIEND!

PERFECT! NOW, I MUST MAKE SURE THIS LIST IS MADE PUBLIC -- AND I KNOW JUST THE WAY TO DO IT!

LATER, AT THE SWANK MIDTOWN BUSINESS EXECUTIVES CLUB, WE FIND...

THAT WAS A MIGHTY GENEROUS THING YOU DID, JAMESON -- HIRING BACK THAT EX-CONVICT, FOSWELL!

YOU KNOW ME, MERRIWEATHER! I DIDN'T GET MY REPUTATION AS A WARM-HEARTED, GENEROUS, GOOD SAMARITAN FOR NOTHING!

I'M SORRY TO INTERRUPT, MR. JAMESON, BUT ONE OF YOUR EMPLOYEES IS HERE TO SEE YOU! HE SAYS IT'S MOST IMPORTANT, SIR!

DECISIONS! DECISIONS! DECISIONS! THEY CAN'T GET ALONG WITHOUT ME!

ALL RIGHT! ALL RIGHT! DON'T JUST STAND THERE! TELL HIM I'LL BE RIGHT OUT!

YOU! HOW DARE YOU DISTURB ME HERE, FOSWELL??

I THOUGHT YOU'D WANT TO SEE THIS RIGHT AWAY, MR. JAMESON! I GOT IT FROM A STOOLIE! A COMPLETE LIST OF LUCKY LOBO'S SECRET FINANCES!

I DID THIS TO PROVE TO YOU THAT I'M ON THE UP AND UP NOW! THIS INFO' IS ENOUGH TO PUT LUCKY OUT OF CIRCULATION FOR GOOD!

QUICK! LET ME SEE IT!

GOOD WORK, FOSWELL! A SCOOP LIKE THIS WILL PUT MY PAPER ON THE MAP! AND IT'LL CEMENT MY REPUTATION AS A CRUSADING, PUBLIC-SPIRITED CITIZEN!

I THOUGHT YOU'D LIKE IT!

A SHORT TIME LATER, AT POLICE HEADQUARTERS...

THIS INFORMATION YOU'VE GIVEN US ABOUT LUCKY LOBO IS JUST WHAT WE NEED TO BRING HIM TO TRIAL! YOU'VE BEEN A GREAT HELP, MISTER JAMESON!

SO FAR, SO GOOD! EVERYTHING IS GOING EXACTLY AS I PLANNED! BUT, THIS IS ONLY THE BEGINNING!

HRRUMMMMPH! I JUST DID WHAT ANY BRAVE, UPSTANDING CITIZEN WOULD DO, GENTLEMEN!

ALERT THE SPECIAL FORCES SQUAD! FOLLOW OPERATION R FOR RAID! I WANT EVERY ONE OF THE PLACES ON THAT LIST CLOSED UP AND ALL THE FINANCIAL RECORDS IMPOUNDED!

IF THE MAYOR DECIDES TO GIVE ME A CITATION AT CITY HALL, I'LL TRY TO BE MY USUAL MODEST SELF! I WOULDN'T WANT PEOPLE TO THINK MY SUCCESSES ARE GOING TO MY HEAD!

AND NOW, BACK TO PETER PARKER AGAIN...

MY COSTUME'S DRY AT LAST! MMMM, I DID A PRETTY GOOD JOB ON IT! IT'S REAL CLEAN AND SWEET-SMELLING!

CHEEEE! I'M BEGINNING TO SOUND LIKE A GUY IN A TV SOAP COMMERCIAL!

AHHH! THIS IS THE LIFE! NOW I FEEL LIKE A MILLION BUCKS!

AND, BETWEEN THE GREEN GOBLIN, FREDERICK FOSWELL, AND LUCKY LOBO'S MOB, THERE SHOULD BE PLENTY OF FUN AND GAMES AHEAD OF ME TONIGHT!

THEN, BEFORE VERY LONG, THE SOUND OF WAILING SIRENS ATTRACTS OUR FRIENDLY NEIGH-BORHOOD SPIDER-MAN...

SPEEDING POLICE CARS! SOMETHING MUST BE UP! I'D BETTER *FOLLOW!*

IT'S A *RAID!* MAYBE I CAN GET SOME GOOD *PHOTOS* TO SELL TO JAMESON!

UH OH! THOSE JOKERS ARE TRYING TO MAKE A GETAWAY THRU THAT CONCEALED EMERGENCY EXIT!

IT'S LIKE A SCENE FROM THE UNTOUCHABLES!

BUT, INSTEAD OF ELLIOT NESS, THEY'LL HAVE THAT LOVEABLE OL' WEB-SPINNER TO WALTZ AROUND WITH!

I'M REALLY GONNA *ENJOY* THIS!

BUT, BEFORE THE EAGER TEEN-AGER CAN LEAP INTO ACTION, *ANOTHER* COSTUMED FIGURE WHIZZES BY, STOPPING THE GETAWAY CAR IN ITS TRACKS!

CAN'T LET THEM ESCAPE! I WANT THEM *CAUGHT*, SO THAT THEY'LL RAT ON LUCKY WHEN THE POLICE START QUESTIONING THEM!

HAH! BULL'S EYE!

THE *GREEN GOBLIN* BEAT ME TO THE PUNCH! I DON'T *GET* IT!!

WHAT WOULD MAKE A CHARACTER LIKE *HIM* SUDDENLY START *HELP-ING* THE POLICE??

WELL, THERE'S ONLY ONE WAY TO FIND OUT!

IT'S TIME FOR *FOLLOW THE LEADER* AGAIN! AND, READY OR NOT, HERE I *COME!*

BUT, THE WILY GOBLIN, EVER ALERT, GLIMPSES THE GRACEFUL, FAST-MOVING FIGURE WHO FLITS ACROSS THE ROOFTOPS BEHIND HIM...!

THIS IS *REALLY* MY LUCKY DAY! SPIDER-MAN HIMSELF IS FOLLOWING ME!

IT SHOULDN'T BE DIFFICULT FOR ME TO GET THE BUMB-LING COSTUMED FOOL TO DO MY DIRTY WORK FOR ME!

I'LL JUST LEAD HIM TO LUCKY LOBO'S HEAD-QUARTERS-- THEN I'LL DUCK OUT!

I'LL GIVE SPIDER-MAN AND LUCKY A CHANCE TO *ELIMINATE* EACH OTHER BEFORE I RETURN TO AND GATHER UP THE SPOILS!

AND, A SHORT DISTANCE AWAY, THE GANG LEADER BARKS FRENZIED ORDERS TO HIS LIEUTENANTS...

WE'VE GOT TO LAY LOW-- PULL IN OUR HORNS! WE'LL CLOSE DOWN ALL OUR GAMBLING JOINTS!

HELLO, CHARLIE? TELL THE BOYS TO BURN ALL OUR RECORDS! NOBODY TALKS TO *NOBODY!* I'LL BEAT THIS RAP *YET!*

BUT, NO SOONER DOES LUCKY HANG UP THE PHONE, WHEN...

READY TO TURN OVER LEADER-SHIP OF YOUR MOB TO *ME* YET, LUCKY?

THE *GOBLIN!* HE'S BEEN *WARNED!* LET 'IM *HAVE* IT.!

ALAS, MY FRIEND! YOU CAN'T LET ME *HAVE* IT WHEN YOU HAVEN'T *GOT* IT!

LOOK OUT! HE'S SHOOTIN' SOME KINDA *GAS* AT US!

IT'S *NOT* GAS, YOU FOOL! IT'S JUST *SMOKE,* TO CONFUSE US! TURN ON THE AIR CONDITIONER --*QUICK!* DON'T LET HIM GET *AWAY!*

CAN'T *SEE!* WHERE'S THE BLAMED *SWITCH??*

BUT, BEFORE THE SMOKE CAN CLEAR, *ANOTHER* COLORFUL FIGURE MAKES A NEIGHBORLY CALL...

IF THE GOBLIN REALLY *IS* ON THE LEVEL--

--I CAN'T LET HIM TACKLE A A WHOLE MOB BY *HIM-SELF!*

BESIDES--WHY SHOULD *HE* HAVE ALL THE FUN??!

LOOK! SOME-ONE *ELSE* JUST SWUNG IN THRU THE WINDOW!!

OH *NO!!* IT'S *SPIDER-MAN!!*

FINALLY, WHEN ALL THE SMOKE HAS CLEARED...

DON'T JUST STAND THERE! RUSH 'IM!

THIS IS ONE FOR THE BOOKS! I COME CHARGING IN TO HELP THE GOBLIN, BUT HE DUCKS OUT, LEAVING ME TO FACE LUCKY'S MUSCLE-MEN BY MYSELF! OH WELL, LIVE AND LEARN!

WE'LL ALL TACKLE HIM AT ONCE! AFTER WE POLISH HIM OFF, WE'LL CLAIM IT WAS SELF-DEFENSE!

THAT'S IT, YOU UNSUSPECTING FOOLS--FIGHT! FIGHT TO THE FINISH! WHEN YOU'RE DONE, THE GREEN GOBLIN WILL BE THE REAL WINNER!

I'LL BE HAPPY TO OBLIGE YOU, GENTS--BUT, LET'S PUT THOSE BLASTERS AWAY! AFTER ALL, YOU WOULDN'T WANT TO DISTURB YOUR NEIGHBORS, WOULD YOU?

L-LOOK OUT FOR HIS WEBBING!

TOO LATE!

C'MON--WE DON'T NEED OUR RODS! WE CAN--

MMPPPFFFF--!!

SORRY TO INTERRUPT, CHUM, BUT IT MAKES ME NERVOUS TO HAVE PEOPLE TALKING BEHIND MY BACK!

IT'S GETTING KINDA STUFFY DOWN THERE! WHY NOT JOIN ME UP HERE WHERE THERE'S MORE ROOM?

GRAB 'IM, MIKE!

HOW SILLY OF ME! I FORGOT THAT YOU FELLAS AREN'T ABLE TO SWING ON THE CEILING!

WHAT A PITY!

I WISH YOU BOYS WOULD BE MORE CAREFUL! YOU'RE LIABLE TO SKIN MY KNUCKLES WITH THOSE HARD CHINS OF YOURS!

THIS SEEMS LIKE A GOOD TIME TO TRY A NEW LITTLE STUNT--

I'LL JUST DROP SOME STICKY WEBBING ON YOUR JACKET --!

DON'T WORRY --IT WON'T STAIN THE FABRIC!

THEN, I JUST GENTLY PLACE YOU AGAINST THE WALL -- AND *PRESTO* -- INSTANT WALLPAPER!!

AS FOR THE *REST* OF YOU, YOU SHOULDN'T HAVE STEPPED ON THE GOOEY *WEBBING* WHICH I LEFT ON THE FLOOR!

BUT, DON'T WORRY -- IT'LL WEAR OFF IN TIME FOR YOU TO GO TO JAIL!

UH OH! MY TRUSTY LITTLE *SPIDER SENSE* IS WARNING OF DANGER BEHIND ME!

A *SHOT!* I DUCKED AWAY JUST IN TIME!

CRACK!

YOU'RE *FAST*, SPIDER-MAN, BUT NOT FAST *ENOUGH!*

REALLY? GEE, I'M GLAD YOU *TOLD* ME! PERHAPS I OUGHT TO EAT MORE WHEATIES FOR BREAKFAST!

WH-WHERE'D HE *GO??*

THANKS, BOYS! IT'S BEEN A REAL *FUN* SESSION!

I HAD A FEW LAUGHS, BUT I *STILL* DON'T KNOW WHAT THE GOBLIN'S GAME IS!

THIS'LL HOLD THEM OFF WHILE I TEND TO SOME-THING ELSE NOW!

AND, ON THE OTHER SIDE OF THE DOOR...

HE TRAPPED HIMSELF! THERE'S NO OTHER WAY OUT OF THAT ROOM!

BUT SPIDEY ISN'T SEEKING A WAY OUT! INSTEAD...

A TELEPHONE! JUST WHAT I NEED...!

HI, AUNT MAY! THIS IS PETER! YOU WANTED ME TO CALL YOU IF I'D BE LATE FOR DINNER, REMEMBER?

WELL, IT LOOKS AS THOUGH I *MIGHT* BE A LITTLE BIT DELAYED!

I'M *SO* GLAD YOU DIDN'T FORGET TO CALL! NOW, I WON'T PUT THE POTATOES IN THE OVEN YET!

ARE YOU DRESSED WARMLY, DEAR? IT'S GETTING A BIT COLDER OUT NOW!

SURE, I'M FINE! I'M REAL WARM AND SNUG RIGHT NOW--DON'T YOU WORRY ABOUT ME, HEAR?

WELL, I HAVE TO HANG UP NOW! I THINK SOMEONE ELSE MIGHT WANT TO USE THE PHONE!

THE DEAR BOY! NO MATTER WHAT HE'S DOING, HE HARDLY EVER FORGETS TO CALL HIS AUNT MAY!

IF ONLY HE DIDN'T *STUDY* SO HARD! I HOPE HE GETS ENOUGH *EXERCISE!*

MEANWHILE, BACK AT LUCKY LOBO'S, IT SEEMS THAT AUNT MAY IS GOING TO *GET* HER WISH-- IN *SPADES!*

NOW WE'VE GOT HIM!

COME IN, GENTS! I'VE BEEN *EXPECTING* YOU!

GOT YOUR *ARMS* RAISED, EH? SO, YOU DECIDED TO *GIVE UP--!*

AWRIGHT-- PUT 'EM DOWN--REAL SLOW--NO *TRICKS* NOW!

I *KNEW* THEY WOULDN'T THINK TO LOOK AT THE *CEILING*, WHERE MY *WEBBING* IS SUSPENDED! IT'LL *FALL* ANY SECOND!

WHAT ARE WE *WAITIN'* FOR? NOBODY OUTSIDE CAN HEAR ANY SHOTS FROM IN HERE!

HEY! WHAT'S GOIN' *ON*?? SOMETHING'S *FALLING* ON US! *LOOK OUT!*

IT WAS A *TRAP!* HE HAD HIS *WEBBING* OVER US ON THE CEILING! *DUCK*-- DON'T LET IT *STICK* TO YOU!

TOO *LATE!* HERE IT *COMES!*

IT TRAPPED THE OTHERS, BUT *I'M* STILL IN THE CLEAR!

STAY *BACK*, SPIDER-MAN!! I'M *WARNING* YOU!!

YOU'RE WARNING *ME*??! THAT'S LIKE MICKEY MOUSE WARNING KING KONG!

WAIT! *STOP!* *DON'T!* LET--LET'S MAKE A *DEAL!!*

I'D RATHER TEAM UP WITH *YOU* THAN THE *GOBLIN!*

WHAT DO YOU *MEAN*? *TALK*, LOBO!

YOU MEAN YOU DON'T *KNOW*?? YOU DON'T KNOW THE REASON I'VE BEEN *FIGHTIN'* THE GOBLIN??

THE *PAPERS* SAY HE'S TRYING TO HELP THE POLICE TO GET THE GOODS ON YOU!

SURE HE IS! BUT ONLY BECAUSE *HE* WANTS TO TAKE OVER MY MOB! WITH *ME* OUT OF THE WAY, HE FIGURES *HE* CAN BE BOSS OF THE UNDERWORLD!

SO, *THAT'S* WHAT IT IS, EH?

IT'S PRETTY *CLEVER* OF HIM! THE PAPERS WRITE HIM UP LIKE A HERO-- THE POLICE THINK HE'S HELPING THEM-- AND HE EVEN FOOLED *ME!*

WHILE ALL HE REALLY WANTS IS TO TAKE OVER THE RACKETS *HIMSELF!*

AT THAT MOMENT, THE SOUND OF WAILING SIRENS AGAIN FILLS THE AIR, AND...

NOW THAT'S WHAT I CALL TIMING! HERE COME THE POLICE, JUST WHEN I'M THRU WITH YOU!

WAIT! COME BACK! WHAT ABOUT MY OFFER?? IT'LL BE YOU AND ME!

PLEASE-- I JUST ATE!

IF I KNOW THE GOBLIN, HE'S STILL NEAR BY, WANTING TO SEE THE OUTCOME!

AH! I WAS RIGHT! THERE HE IS!

SOMEONE ELSE CAN PULL YOUR CHESTNUTS OUT OF THE FIRE FROM NOW ON, GOBBY!

I'M ON TO YOU, NOW!

AND THIS TIME YOU'RE NOT GETTING AWAY!

STOP KIDDING YOURSELF, MISTER! YOU'RE NOT EVEN IN MY LEAGUE!

WHOOOF!

THAT, YOU GREEN-GARBED GOON, REMAINS TO BE SEEN!

GET OFF, YOU FOOL! WE'LL BE KILLED! MY JET GLIDER CAN'T HOLD THE ADDITIONAL WEIGHT!! WE'RE FALLING!

I'VE GOT NEWS FOR YOU, SON! I PLANNED IT THIS WAY!

I JUST WANTED TO GET YOU DOWN THRU THIS SKYLIGHT BEFORE YOU MANAGED TO ESCAPE ME!

AND *NOW*--

--I'LL HOP OFF AND GIVE YOU A CHANCE TO SAVE YOURSELF! BUT DON'T COUNT ON TAKING ANY LONG *TRIPS*, FUNNY MAN!

I WON'T--UNLESS IT'S TO VISIT *YOU* AT THE HOSPITAL!

WHICH IS WHERE YOU'LL *BE* AFTER ONE OF THESE LITTLE *CONCUSSION* BOMBS FINDS THEIR MARK!

BUT, WHEN YOU ADD *SPIDER SPEED* TO *SPIDER STRENGTH*, YOU GET A COMBINATION THAT JUST CAN'T BE STOPPED WITHOUT A MIRACLE!

YOU SHOULDN'T HAVE *WARNED* ME, GOBBY!

US ECONOMY-SIZED SPIDER-MEN DON'T MAKE EASY TARGETS!

OR, HAVE YOU ALREADY *NOTICED* THAT?

BLAST YOU! YOU *TALK* SO MUCH, YOU GET ME ALL *CONFUSED!*

HAH! DIDN'T THINK I COULD MANEUVER OUT OF YOUR PATH SO FAST, *DID* YOU?

HOW *ABOUT* THAT! I'VE GOT A NEW WEAPON I DIDN'T EVEN *KNOW* ABOUT! MY *SPIDER SPEECH!*

NOW THAT YOU MENTION IT, I *HADN'T* GIVEN IT MUCH THOUGHT!

AFTER TODAY, YOU'LL NEVER AGAIN INTERFERE IN ANY OF MY PLANS!

WHY? DID YOU DECIDE TO GO STRAIGHT?

NO! I DECIDED TO FINISH YOU FOR GOOD!

WELL, YOU WON'T DO IT THAT WAY!

BOY! THE WAY YOU GO AROUND WASTING THOSE LITTLE BOMBS OF YOURS, YOU MUST GET THEM WHOLESALE!

HERE! LET ME DO THE HONORS FOR A WHILE!

GOOD! I WAS HOPING YOU'D DO THAT!

I'VE ALWAYS WANTED TO TRAP YOU WITH YOUR OWN OVERRATED WEBBING!

YOU MADE THE BIGGEST MISTAKE OF YOUR LIFE WHEN YOU DECIDED TO BATTLE THE GREEN GOBLIN AGAIN!

BOY! AND YOU SAID I GAB A LOT! I THINK YOU'RE TRYING TO BEAT ME BY TALKIN' ME TO DEATH!

HERE, *THIS* WILL STOP YOU FROM-- *BLAST IT!!* IF ONLY YOU'D STAY *STILL* LONG ENOUGH FOR ONE OF MY LITTLE TRINKETS TO *HIT* YOU!

I DON'T KNOW YOUR REAL IDENTITY, GOBBY, BUT I KNOW *ONE* THING--

--YOU SURE *AREN'T* AN EX-BIG-LEAGUE *BASEBALL PITCHER!*

NO ONE WILL *EVER* KNOW MY TRUE IDENTITY UNTIL I CHOOSE TO REVEAL IT!

I'VE BEEN TOO CARELESS! I USED UP MY WHOLE BAG OF TRICKS!

CAN'T FIGHT HIM *NOW!* I'VE GOT TO ESCAPE!

THIS IS MY CHANCE! I'LL--

OH *NO!* I'M ALL OUT OF *WEB FLUID!*

FAREWELL, MY EARTHBOUND FRIEND! WE'LL MEET AGAIN *ANOTHER* DAY!

THIS DAY ISN'T OVER *YET,* MISTER!

ONE DO-OR-DIE LEAP MIGHT *STILL* GET ME TO HIM!!

UP! *UP!* *NOW*-- I'LL RICOCHET AGAINST THAT BUILDING, AND, IF MY LUCK HOLDS OUT--!

HE'S STILL *AFTER* ME! WHAT DOES HE *DO*-- WALK ON *AIR??*

NICE TRY, MY FOOL-HARDY FRIEND! BUT, YOU FORGOT THAT I CAN ALWAYS APPLY AN *EXTRA* BURST OF SPEED TO MY JET GLIDER!

MISSED!! AND NO *FLUID* LEFT TO MAKE AN EMERGENCY *'CHUTE* FOR ME!

IF I CAN JUST GRAB THAT BILLBOARD LIGHT, I'LL--

IT'S TOO *THIN!* IT *SNAPPED OFF!*

BUT, IT BROKE MY FALL ENOUGH TO LET ME SWING AROUND THAT FLAG POLE! AND NOW-- IF I TIME THIS RIGHT--!

--I'LL BE ABLE TO SPIN MYSELF RIGHT AROUND IT AND UP TO THE ROOF!

ALLY-- OOOOP!

I GAVE IT TOO MUCH *OOMPH*-- I'M OVER-SHOOTING THE MARK!

IF I CAN JUST GRASP THAT *WATER TOWER*--IT'S MY LAST CHANCE! MUSTN'T MISS--*AHHH*-- I *GOT* IT!

HOOO BOY! A GUY'S GOTTA BE A MENTAL CASE TO *VOLUNTEER* FOR THIS KINDA WORK!

MEANWHILE, THE GREEN GOBLIN REACHES HIS HIDEOUT A FEW MINUTES LATER...

THAT SPIDER-MAN HAS MORE LIVES THAN A *CAT*-- BUT I'LL GET HIM SOONER OR LATER!

WELL, I CAN'T WORRY ABOUT *HIM!*

RIGHT NOW, I'VE GOT TO FIND OUT IF LUCKY LOBO HAS BEEN CAUGHT YET! WITH *HIM* OUT OF THE WAY, I'LL HAVE NO TROUBLE TAKING OVER HIS GANG!

THEN, WHEN THE HOURLY NEWS PROGRAM IS BROADCAST...

--IN ONE OF THE BIGGEST HAULS OF THE YEAR, THE POLICE HAVE ARRESTED THE ENTIRE LUCKY LOBO GANG! ACTING ON AN ANONYMOUS TIP, THEY--

THE *ENTIRE GANG??!!*

THEN IT WAS ALL A *WASTE!!* I WAS *TOO* SUCCESSFUL! IF THE WHOLE *GANG* IS IN JAIL, I'VE NOTHING TO *TAKE OVER!* I'M NO BETTER OFF THAN I *WAS!*

CLICK!

MEANWHILE...

NOTHING MORE I CAN DO AS SPIDER-MAN FOR A WHILE! I'D BETTER CHANGE BACK TO PETER PARKER AGAIN!

AND PERHAPS I'D BETTER GIVE AUNT MAY ANOTHER RING! I STILL WANT TO STOP AT JAMESON'S OFFICE BEFORE GOING HOME!

A BUSY SIGNAL! I GUESS SHE'S TALKING TO A NEIGHBOR! WELL, I'LL CALL LATER...!

THEN, REACHING THE OFFICE OF J. JONAH JAMESON, PETER OVERHEARS...

I'M GLAD, MR. JAMESON!

YOUR INFORMATION WAS HELPFUL TO THE POLICE, FOSWELL! IT LOOKS AS THOUGH LUCKY LOBO WILL BE BEHIND BARS FOR A LONG, LONG TIME! JUST WANTED YOU TO KNOW!

HMMM! FOSWELL'S TIP WAS RESPONSIBLE FOR THE POLICE GETTING THE GOODS ON LUCKY! AND, THE *GOBLIN* WANTED LUCKY OUT OF THE WAY! IS THERE SOME *CONNECTION* BETWEEN THE TWO OF THEM??

FOSWELL'S A LOT SMARTER THAN HE SEEMS! IN FACT, HE MIGHT BE A THREAT TO MY SECRET SPIDER-MAN IDENTITY! IF HE EVER SUSPECTED THAT THE PICTURES I SELL TO JONAH ARE REALLY TAKEN BY *SPIDEY*--!!

I'D BETTER BE EXTRA CAREFUL FROM NOW ON!

OH--ARE *YOU* HERE AGAIN?? IT'S ABOUT TIME YOU BROUGHT ME SOME *PHOTOS*, PARKER! I DON'T KEEP YOU AROUND BECAUSE I LIKE YOUR *LOOKS*! DO YOU *HAVE* ANY FOR ME?

EH--*NO*, MR. JAMESON! I, EH, I'VE BEEN KINDA *BUSY* LATELY!

THE *GOBLIN'S* FLYING ALL OVER TOWN! LUCKY LOBO AND HIS MOB WERE JUST CAUGHT AND ARE AWAITING TRIAL! IT'S BEEN THE BIGGEST WEEK FOR CRIME NEWS IN MONTHS! BUT *YOU'RE* TOO BUSY TO TAKE ANY PICTURES!

I, EH--NEVER *LOOKED* AT IT THAT WAY BEFORE!

TOO BAD YOU DISAPPOINTED HIM ABOUT THOSE PICTURES, PETER!

WELL, *LOTS* OF PEOPLE DISAPPOINT OTHER PEOPLE, BETTY!

WHAT DO YOU MEAN BY *THAT*?

OH, NOTHING! SKIP IT!

MISS BRANT! HAVE YOU NOTHING BETTER TO DO THAN TALK TO THAT HAS-BEEN PHOTOGRAPHER?? WE STILL HAVE A NEWSPAPER TO PUBLISH AROUND HERE!

OH--YES SIR, MISTER JAMESON! I'LL BE RIGHT THERE!

I'VE GOT TO GO, ANYWAY!

WHEN WILL YOU CALL ME, PETER?

SOON AS I GET A CHANCE!

SHE STILL HASN'T MENTIONED THAT LETTER FROM NED LEEDS!

THERE'S FOSWELL, WAITING OUTSIDE THE BUILDING AGAIN! WHAT AM I SO JUMPY ABOUT? WHY DO I GET NERVOUS EVERY TIME I SEE HIM?!!

HOPE AUNT MAY WASN'T WORRIED ABOUT ME! I THOUGHT I'D GET HOME EARLIER!

I'M HOME, AUNT MAY! AND I'M HUNGRY AS A BEAR!

IT ALWAYS MAKES HER HAPPY WHEN I'M HUNGRY! SHE LOVES TO SEE ME EAT!

I WONDER WHERE SHE IS? SHE WASN'T DOWN-STAIRS!

MAYBE SHE'S LYING DOWN! I HOPE SHE DOESN'T FEEL ILL!

AUNT MAY--ARE YOU HERE?

NOT A SIGN OF HER!

BUT THEN, MINUTES LATER, TO PETE'S RELIEF...

HELLO, PETER DEAR! DIDN'T YOU SEE MY NOTE? I LEFT A T.V. DINNER FOR YOU IN THE REFRIGERATOR!

I WENT NEXT DOOR TO MRS. WATSON'S FOR A VISIT! DO YOU FEEL ALL RIGHT, DEAR? YOU LOOK A BIT PEAKED!

OH, NO--I'M FINE, AUNT MAY--JUST FINE!

BUT THEN, IN THE PRIVACY OF HIS ROOM, AS THE EVENING SHADOWS LENGTHEN...

WHAT'S COME OVER ME? WHY AM I SO EDGY? MY SCHOOL GRADES ARE STILL TOPS IN THE CLASS --AUNT MAY HAS BEEN FEELING FIT AS A FIDDLE!

BETTY PROBABLY JUST FORGOT TO MENTION LEEDS' LETTER! I WOULD HAVE BEATEN THE GOBLIN IF I HADN'T RUN OUT OF WEB FLUID!

AND YET, I HAVE A STRANGE FEELING! A FEELING OF FORE-BODING--AS THOUGH SOME TERRIBLE DANGER IS WAIT-ING-- JUST AROUND THE CORNER!

POOR PETER PARKER! EVEN THOUGH THERE'S NOTHING TO WORRY ABOUT, HE WORRIES ABOUT THAT! BUT, THIS TIME, HIS FEARS MAY BE JUSTIFIED! FOR, THE FUTURE DOES HOLD MANY GRIM DANGERS AND STARTLING SURPRISES FOR HIM--AND YOU'LL SHARE THEM WITH HIM BEGINNING NEXT ISSUE! SO, TILL THEN, FACE FRONT, AND DON'T WEAR YOUR COSTUME UNTIL IT'S GOOD AND DRY!

A MARVEL MASTERWORK

"SPIDEY"

...AND THOSE WHO'VE BEEN "CAUGHT" IN HIS WONDERFUL WEB!

the AMAZING SPIDER-MAN

MARVEL COMICS GROUP 12¢

APPROVED BY THE COMICS CODE AUTHORITY

IND. 24 MAY

"SPIDER-MAN GOES MAD!"

A STARTLING MYSTERY TALE IN THE MIGHTY MARVEL TRADITION!

ANOTHER SMASHING, OFF-BEAT THRILLER FOR THE GREAT NEW BREED OF MAGAZINE READER... FOR YOU!

THE M.M.M.S. WANTS YOU!

SPIDER-MAN

THE *SHOCKER* YOU NEVER EXPECTED TO READ!

"SPIDER-MAN GOES MAD!"

ANOTHER TOWERING TRIUMPH FROM THE HOUSE OF IDEAS!

PACKED WITH MORE ACTION, THRILLS, AND SURPRISE VILLAINS THAN YOU CAN SHAKE A WEB AT!

MIGHTY SCRIPT BY: STAN LEE

POWERFUL ART BY: STEVE DITKO

A LOTTA LETTERING BY: S. ROSEN

THIS IS THE HOUSE PETER PARKER LIVES IN! AND, WHAT COULD BE MORE NATURAL THAN FINDING PETER PARKER HIMSELF INSIDE!? THE DOORBELL HAS JUST RUNG, PETE HAS JUST ANSWERED IT, AND AWAAAY WE GO...!

IT'S A C.O.D. FOR MAY PARKER... $6.75!

AUNT MAY'S NOT HERE! I'LL GET THE MONEY FROM THE COOKIE JAR!

HMM... NOT MUCH LEFT!

HERE'S SEVEN BUCKS...KEEP THE CHANGE!

IT'S THE NEW HAT SHE BOUGHT FOR MRS. WATSON'S TEA PARTY!

POOR AUNT MAY...NO MATTER HOW SHE SCRIMPS AND PINCHES PENNIES, WE JUST CAN'T SAVE ANY MONEY! I'VE GOT TO HELP OUT SOMEHOW!

AND, I KNOW JUST THE WAY TO *DO* IT!

EXACTLY FIVE MINUTES LATER...

I HAVEN'T SOLD ANY NEWS PHOTOS TO JONAH JAMESON IN WEEKS BECAUSE I'VE BEEN BUSY STUDYING!

BUT *NOW*, WITH MY TRUSTY OL' CAMERA HOOKED TO MY BELT, I'M GONNA *FIND* SOME HOT NEWS SCOOP TO PHOTOGRAPH, JUST LIKE A FRIENDLY NEIGHBORHOOD *SPIDER-MAN* SHOULD!

JUST MY LUCK! I'VE NEVER SEEN THE CITY SO *QUIET!* I CAN'T EVEN FIND A *JAY-WALKER*, OR A BIG, BAD *LITTERBUG* TO PHOTOGRAPH!

UH OH! WHAT'S THAT DOWN *THERE*?!!

WELL, BLESS MY BRITCHES! LOOKS LIKE A NICE HEALTHY *BURGLARY* GOING ON DOWN BELOW!

IT'S JUST SMALL-TIME STUFF... BUT IT'LL PAY BETTER THAN A PICTURE OF BROOKLYN BRIDGE!

I'LL SET UP THE CAMERA RIGHT HERE!

NOW, ALL I'VE GOT TO DO IS WAIT TILL THEY COME OUT WITH THEIR LOOT!

MY ONLY DANGER IS... I MAY GET *BORED* TO DEATH!

BUT, BEFORE VERY LONG...

HI, GUYS! YOU'RE JUST IN TIME FOR FUN AND GAMES!

LOOK! IT'S SPIDER-MAN!

AW, SHUCKS! I WANTED IT TO BE A *SURPRISE!*

WELL, NOW THAT YOU *RECOGNIZE* ME, LET'S GET BETTER ACQUAINTED!

WAIT! DON'T BE SHY! HANG AROUND A WHILE!

I MUSTN'T LET THEM GET OUT OF CAMERA RANGE!

I'LL BET THIS LOOKS AWFULLY IMPRESSIVE IN LIVING COLOR!

MIGHT AS WELL WRAP THIS UP, KIDDIES! MY AUTOMATIC FILM ROLL IS PROBABLY USED UP BY NOW!

UH OH! MY *SPIDER-SENSE* IS TINGLING! SOMEONE'S *BEHIND* ME!

OH, *NO!!* IT'S *FOSWELL!* HE'S STILL WORKING FOR JONAH JAMESON!

DON'T *LOOK* AT ME THAT WAY, SPIDER-MAN! I'M NOT ONE OF THAT GANG! I'M A *REPORTER!*

PRESS

I WAS PASSING BY AND HEARD THE COMMOTION... *WAIT!* WHERE ARE YOU *GOING?*

DRAT THE LUCK! PETER PARKER *CAN'T* SELL PICTURES OF THAT ROBBERY TO JAMESON NOW!

FOSWELL WOULD REMEMBER THAT PARKER WASN'T *THERE* DURING THE ROBBERY... ONLY *SPIDER-MAN* WAS! HE MIGHT SUSPECT MY REAL IDENTITY!

CAN'T AFFORD TO TAKE THE CHANCE!

THUS, AFTER CAREFULLY DESTROYING THE NEGATIVES...

WHAT A FIZZLE *THAT* IDEA WAS! I'M ALL OUT OF FILM, AND HAVEN'T ENOUGH DOUGH WITH ME TO BUY ANY MORE!

WELL, WHILE I'M IN THE NEIGHBOR-HOOD, I MAY AS WELL DROP OVER TO SEE BETTY!

MAYBE *SHE* CAN GIVE ME A LEAD ABOUT A PHOTO SCOOP WHICH...

UH-OH! I'D BETTER *DUCK* FAST!

COPY *BOY!* WHERE IN BLAZES IS THAT BLASTED *COPY BOY??!*

GOOD THING OL' JONAH DIDN'T SEE ME! HE HATES ME HANGING AROUND IF I HAVEN'T ANY PIX FOR HIM!

COPEEEE BOYYY!

I SURE WOULDN'T WANT TO BE THE MISSING COPY BOY WHEN JJ *FINDS* HIM! WELL, NOW'S MY CHANCE..!

PSSST! BETTY! GOT A FEW MINUTES TO TALK TO A FELLA?

PETER PARKER! WHAT ON *EARTH* ARE YOU DOING *THERE?!*

HIDING FROM OL' STONE-FACE! *BOY!* HOW CAN YOU STAND HIM ALL DAY?

OH, HIS BARK IS WORSE THAN HIS BITE!

HONEST-LY! YOU LOOK SO *SILLY* DOWN THERE!

BETTER GET DOWN! MR. *FOSWELL* IS PASSING BY!

OW! NOW I KNOW HOW THE *THREE STOOGES* MUST FEEL!

YOU DROPPED A *LETTER,* BETTY!

IT..IT'S ADDRESSED TO *NED LEEDS...* THE REPORTER WHO'S IN EUROPE!

SHE'S STILL WRITING TO HIM!

OH! YOU... YOU FOUND MY *LETTER!*

COULDN'T *HELP* IT, BETTY! IT FELL RIGHT INTO MY HANDS!

I DIDN'T KNOW THAT YOU WERE STILL WRITING TO NED!

YOU SEE, HE JUST WROTE TO ME, AND HE SAID HE WAS SO *LONELY* IN EUROPE, BEING A *STRANGER* THERE, AND ALL THAT...!

IT SORT OF BROUGHT OUT THE *MOTHER INSTINCT* IN YOU, EH?

PETER! I NEVER HEARD THAT TONE IN YOUR VOICE BEFORE! *WAIT!* YOU'RE NOT *ANGRY,* ARE YOU?

WHY SHOULD I BE ANGRY? JUST 'CAUSE MY GIRL WRITES TO SOME *OTHER* FELLA??

I'VE GOT TO GO NOW! REGARDS TO YOUR PEN PAL!

CONSUMED BY A NAGGING JEALOUSY, AND HATING HIMSELF FOR IT, PETER PARKER AGAIN CHANGES TO *SPIDER-MAN,* AS HE SWINGS THROUGH THE CITY, TRYING TO DRIVE THE DIS-APPOINTMENT FROM HIS MIND!

WHAT'S *WRONG* WITH ME? WHAT DO I CARE *WHO* BETTY WRITES TO?? WE'RE NOT ENGAGED!

THEN, FINALLY, THE MOOD PASSES, AND...

I'D BETTER GET HOME BEFORE AUNT MAY RETURNS!

I WONDER IF FOSWELL AND JONAH WILL USE THE STORY OF ME NABBING THOSE BURGLARS?

AND, AT THAT VERY MOMENT...

I'LL ADMIT IT'S NOT MUCH OF A STORY, MR. JAMESON! JUST A FEW PUNKS CAUGHT BY SPIDER-MAN!

MAYBE WE COULD HOKE IT UP A LITTLE! HOW ABOUT WRITING IT AS THOUGH SPIDER-MAN IS THE *VILLAIN?* WE CAN SAY HE WAS *BRUTAL* TO THOSE MISGUIDED CROOKS!

SPIDER-MAN IS THE ONE WHO SENT *YOU* TO JAIL MONTHS AGO, FOSWELL!* HOW DO YOU FEEL ABOUT HIM *NOW?*

I.. I TRY NOT TO THINK ABOUT HIM ANY MORE!

*AS SEEN IN SPIDEY #10.. STAN.

OKAY, FOSWELL, LET ONE OF THE SOB SISTERS REWRITE YOUR STORY AND PUT SOME *SCHMALTZ* IN IT!

I'LL BET HE'S *ONE* GUY WHO HATES THAT MASKED MENACE MORE THAN *I* DO!!

SAY! THAT GIVES ME A GREAT IDEA FOR A NEW *SERIES!* INSTEAD OF *ME* ALWAYS WRITING EDITORIALS AGAINST HIM, I'LL PRINT *OTHER* PEOPLES' OPINIONS ABOUT WHY THEY ALL *HATE* HIM!

THE VERY NEXT DAY, JONAH JAMESON HAS REPORTERS INTERVIEWING PEOPLE ALL OVER TOWN...

NOW THEN, MA'AM, IF YOU'LL JUST SPEAK INTO THE MICROPHONE, I'LL GET YOUR ANSWER DOWN ON TAPE! WHY DO YOU HATE SPIDER-MAN?

BUT...I NEVER SAID I *DO* HATE SPIDER-MAN!

LOOK, DO YOU WANT YOUR NAME AND PICTURE IN THE PAPER, OR DON'T YOU?

WELL, GIVE ME A MINUTE... I'LL THINK OF *SOME* REASON...

AND, UNDER THE RIGHT KIND OF QUESTIONING, IT ISN'T LONG BEFORE THE DAILY BUGLE REPORTERS HAVE THE ANSWERS JAMESON WANTS...!

IF YOU ASK *ME*, HE'S TOO CREEPY-LOOKING IN THAT MASK AND COSTUME!

EVERYONE *KNOWS* HE'S A PUBLIC MENACE! I SAY HE SHOULD BE PUT IN JAIL...FOR *LIFE!*

WHAT HONEST MAN WOULD PROWL THE CITY AT NIGHT THE WAY *HE* DOES??

IF HE AIN'T JUST A PLAIN *CROOK*, WHY DON'T HE TELL EVERYBODY WHO HE *IS*??

ANSWER ME *THAT!*

I SAY HE'S A *COWARD!* HE FIGHTS AND THEN RUNS AWAY!

BUT, IN THE VAST SPRAWLING METROPOLIS, THERE IS *ONE* WHO IS EVER LOYAL TO SPIDER-MAN...!

HEY! ONE SIDE... *ONE SIDE!* LET ME *THROUGH!* I WANNA TALK TO THAT CRUMB!

PRESS

LOOK, BIG MOUTH, MY NAME'S FLASH THOMPSON, AND I'M CAPTAIN OF THE MIDTOWN HIGH FOOTBALL TEAM! I THINK SPIDEY'S THE *GREATEST!* AND YOU BETTER *PRINT* THAT!

EH, AH, SORRY, SON... I'M ALL OUT OF *TAPE* NOW!

IF YOU KEEP QUOTING ONLY THE PEOPLE WHO *HATE* SPIDER-MAN, THE ONLY TAPE *YOU'LL* NEED WILL BE *ADHESIVE TAPE* ...TO PUT ON THE FAT LIP I'LL GIVE YOU! DO YOU *READ* ME??

SURE! SURE! WE ALWAYS TRY TO BE *FAIR* ON THE BUGLE! WELL, EH... I'VE GOTTA RUN NOW!

MEANTIME, LIZ ALLAN, FLASH'S RELUCTANT GIRL FRIEND, SPEAKS TO PETER PARKER...

PETEY, YOU'RE THE BEST STUDENT IN THE ENTIRE SENIOR CLASS! I WONDER IF YOU'D DO ME A BIG FAVOR?

SURE, LIZ! ANYTHING I *CAN!* WHAT *IS* IT?

I'M DOING BADLY IN MY GRADES IN *SCIENCE!* I WAS WONDERING IF YOU COULD *COACH* ME SOME EVENING? YOU'RE SUCH A WHIZ AT IT!

SURE, LIZ! THE FIRST CHANCE I GET! I'LL BE GLAD TO!

BUT, BY NOW, SPIDER-MAN'S BIGGEST FAN HAS REACHED THE SCENE...

PUNY PARKER'S TRYIN' TO BEAT MY TIME WITH LIZ AGAIN! HOW I *HATE* THAT EGG-HEADED BOOKWORM!

THANKS A MILLION, PETEY, DEAR!

WELL, I'LL PROVE THAT *I'M* THE ONE SHE'S NUTS ABOUT!

HI, LIZ! I WAS JUST *LOOKING* FOR YOU!

SORRY, FLASH... I CAN'T STOP NOW! I HAVE TO RUN! TOODLE-OO!

SO! SHE HAD TIME TO TALK TO A NOBODY LIKE *YOU*... BUT WHEN *I* COME ALONG..!!

WHY WOULD *ANY-ONE* WANT TO TALK TO *YOU*, BIRD-BRAIN? IT GETS BORING USING NOTHING BUT ONE-SYLLABLE WORDS!

IT WON'T MEAN ANYTHING TO BEAT HIM UP *NOW*, WITH NO ONE LOOKING! BUT SOME DAY... WHEN I GET THE CHANCE, WITH A *CROWD* AROUND...!!

POOR FLASH! IF HE EVER FOUND OUT HE'S WASTING ALL THAT HATRED ON HIS WEB-SLINGING *IDOL*!!

MEANWHILE, THE FIRST OF JAMESON'S NEW ANTI-SPIDER-MAN SERIES HITS THE STREETS AND ALMOST IMMEDIATELY BECOMES THE TALK OF THE TOWN...

I NEVER THOUGHT SPIDER-MAN WAS SO BAD... BUT EVERYBODY *ELSE* DOES! I GUESS I WAS *WRONG!*

YEAH! HE *MUST* BE A MENACE IF EVERY-ONE *SAYS* HE IS!

I'M GOING TO WRITE TO THE *MAYOR!* WHY ISN'T SPIDER-MAN BEHIND BARS??

I SAY WE OUGHTA GET UP A *PETITION!*

AND, IN THE OFFICE OF JONAH JAMESON, ALL IS SWEETNESS AND LIGHT...

WHAT A BRAINSTORM THIS WAS! PEOPLE ARE STARTING TO HATE SPIDER-MAN ALL OVER AGAIN... AND THIS TIME IT CAN'T BACKFIRE AGAINST *ME!*

ALL *I'M* DOING IS PUBLISHING THE RESULT OF AN ABSOLUTELY IMPARTIAL, UNBIASED NEWSPAPER SURVEY! *LA* DA DEE DA DA DA...!!

MR. JAMESON, DR. LUDWIG RINEHART IS HERE TO SEE YOU!

SHOW HIM IN! I'LL SEE *ANYBODY* TO-DAY! TRA LA DEE DA!

I AM HERE ON VACATION FROM EUROPE! AS A PSYCHIATRIST, I AM VERY INTERESTED IN READING ABOUT THIS *SPIDER-MAN* OF YOURS!

I HAVE HANDLED CASES SIMILAR TO HIS! FROM MY EXPERIENCE, I CAN SAY HE IS A VERY, VERY SICK MAN!

YOU SEE, HE IS IN A *FANTASY WORLD* NOW! HE *WANTS* TO BE A SPIDER... BUT, OF COURSE, HE IS A HUMAN BEING! IT IS ONLY A MATTER OF TIME BEFORE HIS ID AND HIS EGO GET SO CONFUSED THAT HE FORGETS WHO HE *REALLY* IS...AND THEN HE WILL SUFFER A SEVERE *BREAKDOWN!*

IT SOUNDS VERY LOGICAL... *WONDERFULLY* LOGICAL! BUT... HOW CAN YOU BE SO *SURE?*

IF YOU ARE INTERESTED, I WOULD BE HAPPY TO PROVIDE *PROOF* OF MY THEORY! THIS CASE INTERESTS ME GREATLY! I HAVE MUCH DATA I CAN SHOW YOU!

EXCELLENT! COME BACK TONIGHT AT EIGHT! I'LL BE WAITING TO SEE YOUR PROOF, DOCTOR!

THEN, AS SOON AS THE PSYCHIATRIST HAS DEPARTED...

GET ME THE *PRESS ROOM!* PREPARE FOR AN *EXTRA!* AN INTERVIEW WITH A FAMOUS DOCTOR WHO CAN PROVE SPIDER-MAN IS A *NUT!!*

MISS BRANT! SEND MY EDITORS IN HERE... *FAST!*

AND, THE NEXT DAY, AFTER LUDWIG RINEHART HAS PRESENTED HIS FINDINGS TO JAMESON...

GOSH! SOME EUROPEAN PSYCHIATRIST CLAIMS THAT SPIDER-MAN IS A *MENTAL CASE!* HE SAYS HE'S SURE TO *CRACK UP* REAL SOON!

DON'T READ SUCH THINGS, DEAR! THEY'LL GIVE YOU NIGHTMARES!

THEY SHOULDN'T PRINT ALL THAT ALARMING CRIME NEWS FOR YOUNG, IMPRESSIONABLE BOYS AND GIRLS TO READ!

HUH? OH, N-NO, I GUESS NOT, AUNT MAY!

WHEW! ALMOST GAVE MYSELF AWAY!

IF YOU ASK *ME,* THAT HORRIBLE *SPIDER-MAN* SHOULD BE PUT IN *PRISON,* JUST LIKE ANY OTHER MENACE TO SOCIETY!

I'VE GOT TO CALL BETTY... SEE WHAT *SHE* KNOWS ABOUT DR. RINEHART!

AND SO...

YES, PETER...THE ARTICLE IS *TRUE!* IT SEEMS THIS DR. LUDWIG RINEHART IS A FAMOUS EUROPEAN PSYCHIATRIST WHO IS AN EXPERT ON CASES LIKE THIS! HE IS CONVINCED SPIDER-MAN WILL SOON BECOME A MENTAL CASE!

PETER! WHY DON'T YOU *SAY* SOMETHING?

THIS IS *AWFUL!* WHAT IF I'M CRACKING UP AND I DON'T *KNOW* IT?? I'VE GOT TO *FIND* THAT DOC...TALK TO HIM... MAKE HIM REALIZE HE'S *WRONG!*

BUT, JUST OUTSIDE PETE'S HOUSE, WE FIND...

HMM, LIZ WASN'T HOME WHEN I PHONED...AND NOW PARKER IS RUSHING OFF SOMEWHERE!

I WONDER IF HE'S GONNA *MEET* HER SOMEWHERE?

BUT, IT IS VIRTUALLY IMPOSSIBLE TO TRAIL SOMEONE WHO POSSESSES A *SPIDER-SENSE* WITHOUT BEING DETECTED... HENCE...

FLASH THOMPSON IS FOLLOWING ME!

I'VE GOT TO *SHAKE* HIM!

IF I FIND OUT THAT HE'S MEETIN' LIZ ON THE SLY, I'LL *DEMOLISH* HIM!

MY BEST BET IS TO TAKE MY *SPIDER BEAM* FROM MY BELT-HOLDER AND ATTACH SOME WEBBING TO IT!

NOW'S MY CHANCE... BEFORE FLASH REACHES THE CORNER!

HOOKING ONTO THE LEDGE, THE SKILLFULLY-THROWN SPIDER BEAM SENDS A SHARP, BRIGHT LIGHT CUTTING THROUGH THE EVENING DARKNESS...!

PERFECT! FLASH CAN'T MISS IT!

WOWEEE! THE *SPIDER-MAN SIGNAL!* THAT MEANS OL' SPIDEY HIMSELF MUST BE NEARBY!

HIS ATTENTION CAUGHT BY THE DAZZLING SPIDER SIGNAL, FLASH THOMPSON SUDDENLY FORGETS THE SPEEDING YOUTH WHO LOSES HIMSELF WITHIN THE SHADOWS...

THAT WAS EASY ENOUGH! AND NOW, I'VE GOT TO CHANGE CLOTHES SO I CAN *REALLY* MOVE!

I SHOULD LEARN WHERE TO FIND RINEHART AT THE *DAILY BUGLE!*

AND, AS PETER PARKER VANISHES INTO THE NIGHT, HE LEAVES BEHIND A MYSTIFIED FELLOW TEEN-AGER...

I DON'T *GET* IT! THE LIGHT WENT OUT! WHAT HAPPENED TO SPIDER-MAN??

MEANTIME, AT THE BUGLE OFFICES...

IT'S DOCTOR RINEHART, MR. JAMESON! HE'LL BE OVER LATER TONIGHT WITH STILL MORE EVIDENCE THAT SPIDER-MAN'S SANITY CAN'T LAST MUCH LONGER!

GOOD! GOOD! I'LL WAIT HERE *ALL NIGHT*, FOR NEWS LIKE THAT!

AND, ON A NEARBY ROOFTOP...

THERE'S A LIGHT ON IN JAMESON'S OFFICE! *HE'LL* KNOW WHERE I CAN FIND DR. RINEHART! I'VE *GOT* TO SEE HIM!

GLAD I DIDN'T FORGET TO GRAB MY SPIDER BEAM AGAIN!

BUT THEN, AT THAT VERY INSTANT...

WHAT'S *THAT*??! SOMETHING'S COMING OUT OF THE *WALL*!!

DOCTOR OCTOPUS!! BUT...WHAT'S *HE* DOING HERE... AND *HOW* DID HE GET THROUGH A SOLID WALL??

I'VE NO TIME TO PUZZLE OUT QUESTIONS NOW! HE'S *ATTACKING* ME!

I'VE NEVER KNOWN HIM TO MOVE SO *SILENTLY*...SO *NOISELESSLY*...LIKE A JUNGLE CAT!

IF I CAN JUST GRAB HIS ARTIFICIAL ARMS QUICKLY, AND TANGLE THEM TOGETHER, I'LL... *WHAT*...??!

HE'S *GONE*...VANISHED RIGHT BEFORE MY EYES!

BUT...THIS IS *MAD*... *IMPOSSIBLE*!!! HE'S NOT A *MAGICIAN*!! *HOW*...??

BUT, THE TEEN-AGE ADVENTURER RECEIVES A *NEW* SHOCK IN THE VERY NEXT SECOND...

SANDMAN!!! RISING RIGHT UP FROM BENEATH MY FEET!

WHAT KIND OF A FANTASTIC *TRAP* HAVE I BLUNDERED INTO??!

THERE ISN'T EVEN TIME TO *THINK*...TO DEVISE A PLAN OF ACTION!! HE'S COMING RIGHT *AT* ME!

AND, HE'S AS SILENT AS DOCTOR OCTOPUS WAS! NOT SAYING A *WORD*!

THEN, MOVING LIKE THE EXPERIENCED FIGHTER HE IS, SPIDER-MAN LASHES OUT WITH A POWERFUL BLOW, EMPLOYING EVERY OUNCE OF HIS AMAZING SPIDER STRENGTH...! BUT THEN...

SANDMAN VANISHED *ALSO*! IT..IT ISN'T *POSSIBLE*!

AND YET, IT HAPPENED *TWICE*... RIGHT IN *FRONT* OF ME!

OR...OR *DID* IT REALLY HAPPEN?

WHAT IF THAT DOCTOR IS *RIGHT*? THIS COULD BE THE *START* OF MY CRACK-UP!

I'VE *HEARD* OF THINGS LIKE THIS! IT BEGINS WITH *HALLUCINATIONS* ---THE VICTIM STARTS *IMAGINING* THINGS!

I'VE GOT TO GET *AWAY!* NEED TIME TO *THINK!*.. TO CLEAR MY BRAIN!

WHAT IF I *AM* BECOMING SCHIZOID! PERHAPS THIS DOUBLE-IDENTITY BIT IS FINALLY *GETTING* TO ME!

AND ...WITH ALL MY POWER.. IF I EVER *SHOULD* LOSE MY MARBLES... I REALLY *WOULD* BE A TERRIBLE *MENACE* TO MANKIND!

BUT, ONCE AGAIN, BEFORE SPIDER-MAN CAN FULLY MARSHAL HIS FRIGHTENING THOUGHTS, ANOTHER ARCH-ENEMY SEEMS TO MATERIALIZE OUT OF NOWHERE...!

THE *VULTURE!* ONE OF MY FIRST, MY MOST DANGEROUS SUPER-POWERED FOES!

IS HE *REALLY* THERE, OR...?

I CAN'T AFFORD TO TAKE A CHANCE... IF HE *IS* REAL, I'M IN DEADLY DANGER!

BUT, HE'S SO *SILENT*... SO WRAITH-LIKE..JUST AS THE *OTHERS* WERE!

STILL, HE'S COMING *CLOSER!* I'VE GOT TO STOP HIM WITH MY *WEBBING!*

HE *VANISHED!*... JUST LIKE THE OTHERS! HE MUST HAVE BEEN A FIGMENT OF MY IMAGINATION *ALSO!*

BUT...WHAT WILL *HAPPEN* TO ME NOW...NOW THAT I CAN'T EVEN TRUST MY EYES...OR MY SENSES??!

I CAN'T GO TO JAMESON NOW... CAN'T AFFORD TO BE NEAR ANYONE! CAN'T LET OTHERS SEE WHAT'S HAPPENING TO ME!

AND...WHAT IF IT GETS WORSE?? WHAT IF I LOSE CONTROL COMPLETELY?? WHAT IF I CAN'T TELL WHAT'S REAL FROM WHAT'S IMAGINARY??

WHAT IF I SHOULD START ATTACKING INNOCENT PEOPLE THINKING THEY'RE DANGEROUS CRIMINALS?? I'D HAVE TO BE LOCKED UP...PUT AWAY!!

I'VE GOT TO STOP THINKING ABOUT IT! MAYBE I JUST NEED SOME REST! THAT'S IT... A CHANCE TO CLEAR MY MIND... A GOOD NIGHT'S SLEEP!

I'VE PROBABLY BEEN WORKING TOO HARD, AND WORRYING TOO MUCH! IT CAN'T BE ANYTHING MORE THAN THAT! IT MUSTN'T BE!

BUT THEN, QUITE BY ACCIDENT, THE TORMENTED YOUTH GLANCES TOWARD THE MIRROR, AND SEES..

IT..IT'S WORSE THAN I THOUGHT! I'M WHITE AS A GHOST! I MUST BE IN A STATE OF COMPLETE SHOCK!

BUT, HOW DID IT HAPPEN SO SUDDENLY? I WAS FEELING FINE...OR, I IMAGINED I WAS...!

FOOTSTEPS! IT MUST BE AUNT MAY! CAN'T LET HER SEE ME THIS WAY!

PETER! ARE YOU IN, DEAR? I THOUGHT YOU MIGHT LIKE SOME MILK AND A NICE PIECE OF CAKE!

I CAN STILL MAKE IT WITH MY SPIDER SPEED IF I USE THE OTHER DOOR!

I DON'T THINK SHE SAW ME... BUT, I CAN'T WORRY ABOUT THAT NOW! I NEED HELP... MEDICAL HELP...AND I NEED IT FAST!

HE RAN OUT...AND LEFT THE DOOR WIDE OPEN BEHIND HIM! THAT JUST ISN'T *LIKE* PETER!

I'M *SURE* HE HEARD ME...YET HE DASHED OUT WITHOUT EVEN ANSWERING! SOMETHING MUST BE *TROUBLING* THE POOR BOY! IF...IF ONLY HE'D *CONFIDE* IN ME, AND LET ME *HELP* HIM!

WHY ARE MOST TEEN-AGERS SO RELUCTANT TO CONFIDE IN THOSE WHO *LOVE* THEM?

MEANWHILE... LUCKILY, THIS NEWSPAPER MENTIONED DR. RINEHART'S HOME ADDRESS IN ITS ARTICLE!

I'VE *GOT* TO SEE HIM! CAN'T PUT IT OFF ANY LONGER!

I HOPE HE'S AT *HOME!* BUT, IF HE ISN'T, I'LL GO IN AND WAIT...I'VE NO OTHER CHOICE!

RINNG!

THE DOOR IS OPEN! PLEASE COME IN AND BE SEATED! THANK YOU!

HE'S GOT ONE OF THOSE NEW AUTO-MATIC DOOR-ANSWERING DEVICES!

I MUSTN'T GET COLD FEET NOW! I'VE *GOT* TO GO THROUGH WITH IT! THERE'S NO OTHER WAY!

EVEN THOUGH HE'S NEVER *MET* ME, DR. RINEHART *PREDICTED* I'D CRACK UP! HE MUST UNDERSTAND MY CASE BETTER THAN *I* DO!

THAT DOOR AT THE END OF THE HALL JUST SWUNG OPEN! THERE'S A LIGHT FROM THE ROOM WITHIN! HE MUST BE IN THERE!

I'VE ALWAYS FEARED SEEING PSYCHIATRISTS BEFORE, LEST THEY DISCOVER MY TRUE IDENTITY! BUT *THIS* TIME, I *MUST* TAKE THE CHANCE!

BUT THEN, AS HE REACHES THE DOORWAY AND PEERS INSIDE, THE COSTUMED CRUSADER CANNOT REPRESS AN INVOLUNTARY CRY OF ALARM, AS HIS HEART SEEMS TO SINK WITHIN HIM ---!

OH, *NO!* NO! NOT *AGAIN!!*

EVERYTHING'S *UPSIDE-DOWN!* BUT, I'M *NOT* STANDING ON THE CEILING ... I'D *KNOW* IT IF I WERE ON THE CEILING... OR... *WOULD I ???*

IT'S ANOTHER *HALLUCINATION!* I CAN'T STOP *IMAGINING* THINGS!

DO NOT BE AFRAID; I SHALL DO MY BEST TO *HELP* YOU!

COME IN, SPIDER-MAN! I HAVE BEEN MOST *ANXIOUS* TO MEET YOU, YOU UNFORTUNATE FELLOW!

NO! IT'S *TOO LATE* FOR HELP! I'M GOING...! I'VE GOT TO RUN... GOT TO GET AWAY... HIDE... BEFORE I LOSE MY MIND *COMPLETELY!*

WHAT IS *WRONG?* WHAT HAS FRIGHTENED YOU? COME BACK... YOU WILL BE *SAFE* HERE!

I CAN'T TAKE THE *CHANCE!* I MIGHT TURN ON YOU... THINK YOU'RE SOMEONE ELSE.. *ATTACK YOU!* I CAN'T *TRUST* MYSELF ANY LONGER!

BUT THEN, UPON REACHING THE ENTRANCE HALL AGAIN, THE PANICKY CRIMEFIGHTER FINDS...

NOW I'M IMAGINING THAT *THIS* IS UPSIDE-DOWN, TOO! THE HALLUCINATIONS ARE COMING FASTER AND FASTER! I CAN'T *CONTROL* THEM!

I..I *MUST* REMAIN HERE! I DON'T DARE RUN OUT INTO THE STREET... AMONG ALL THOSE INNOCENT PEOPLE!!

AND SO, THE ANGUISHED LAD TURNS BACK... HIS HEAD SPINNING... HIS HEART BEATING WILDLY... DAZED, CONFUSED, NOT KNOWING WHERE TO TURN... NOT KNOWING WHAT TO BELIEVE ...!

THAT'S BETTER, MY FRIEND! COME WITH ME... I SHALL HELP YOU!

DON'T LET ME *HARM* ANYONE! PLEASE.. PLEASE!

OF *COURSE* I WON'T! I WANT TO *EXAMINE* YOU, LEARN WHAT'S TROUBLING YOU! A CASE LIKE *YOURS* WILL MAKE MEDICAL HISTORY!

NEVER BEFORE HAS A TRAINED ANALYST PROBED THE SUB-CONSCIOUS OF A SUPER-POWERED CELEBRITY LIKE YOU!

BUT FIRST I MUST HAVE YOUR COMPLETE CONFIDENCE! YOU MUST SEE THAT THERE IS NOTHING TO FEAR! LOOK AROUND YOU.. EVERYTHING IS PERFECTLY *NORMAL*, IS IT NOT?

YES! *YES!* PERHAPS.. IT *ISN'T* HOPELESS!

NOTHING IS HOPELESS! NOW COME WITH ME...!

THIS IS MY CONSULTING ROOM! IT WILL BE A *HAVEN* FOR YOU!

EVERYTHING IS NORMAL HERE, ALSO! BUT... HOW DO I KNOW HOW LONG IT WILL *LAST*??

I'VE BEEN IMAGINING ALL SORTS OF STRANGE THINGS! I CAN'T TELL WHAT IS *REAL* ANY LONGER! THE HALLUCINATIONS KEEP COMING AND GOING!

OF *COURSE!* IT IS TO BE EXPECTED! YOU HAVE BEEN LEADING A *DOUBLE EXISTENCE* FOR TOO LONG! YOUR MIND CAN NO LONGER STAND THE STRAIN!

YOU ARE IN GRAVE NEED OF PROLONGED PSYCHO-THERAPY!

DOCTOR! I SEE THEM *AGAIN!* COMING OUT OF THE *WALLS*...MY OLD ENEMIES...ABOUT TO *ATTACK* ME! THEY'RE ALL *AROUND* US!

NO, *NO!* YOU MUST RELAX! I SEE NOTHING ...I HEAR NOTHING! WE ARE QUITE ALONE, I ASSURE YOU!

BUT...WHY DO THEY SEEM SO *REAL*?? I *SEE* THEM, I TELL YOU...I SEE THEM AS CLEARLY AS I SEE *YOU!*

IT IS MERELY ANOTHER SYMPTOM OF YOUR SCHIZOPHRENIA! SIT BACK ...SHUT YOUR EYES!

NOT DARING TO DISOBEY, SPIDER-MAN DOES AS HE IS TOLD! AND THEN, SECONDS LATER...

THEY'RE *GONE!* THEY'VE VANISHED...JUST AS THEY DID BEFORE!

OF *COURSE!* THIS MEANS THERE IS STILL A CHANCE FOR YOU! YOUR BRAIN IS NOT YET COMPLETELY DIVORCED FROM EVERYDAY REALITY!

NOW, LIE DOWN ON THE COUCH AND LET YOUR MIND GO BLANK! I SHALL BEGIN YOUR TREATMENT IMMEDIATELY!

I *MUST* DO AS HE SAYS! I MUST TRUST HIM! I'VE NO ONE ELSE TO TURN TO!

BUT NOW, WE MUST TURN OUR ATTENTION TO THE OFFICES OF THE *DAILY BUGLE* ONCE AGAIN, ALTHOUGH, ONLY FOR A SHORT TIME ...

I WONDER HOW MUCH MORE OVERTIME I'LL HAVE TO PUT IN TONIGHT?

I'VE GOT TO *SEE* YOU, MR. JAMESON!

OH, HERE COMES *FOSWELL!* HE LOOKS UPSET!

IT'S ABOUT LUDWIG RINEHART! .... ---- ----!

OH, *NO!* AND AFTER ALL THE *WRITE-UPS* I GAVE HIM IN MY PAPER! I'LL BE A *LAUGHING-STOCK* AGAIN!

HE SAID SOMETHING ABOUT DR. RINEHART.. BUT I COULDN'T *HEAR* IT CLEARLY! WHAT COULD IT HAVE *BEEN?*

CONTACT THE PRESS ROOM! KILL THE NEW FEATURE WE'RE RUNNING ABOUT HIM! I'M GOING TO SEE HIM *MYSELF!*

YESSIR, MR. JAMESON!

J.J. LOOKS *FURIOUS!* WHAT COULD FOSWELL *POSSIBLY* HAVE TOLD HIM??

DRAT THE LUCK! NOW I'LL HAVE TO *STAY* HERE TILL MR. JAMESON RETURNS! I CAN'T LEAVE HIS OFFICE DESERTED!

I WONDER WHERE *PETER* IS, AND WHAT HE'S DOING? HOPE HE'S NOT STILL ANGRY WITH ME!

MEANWHILE, IT SEEMS THAT PETER PARKER IS THE SUBJECT OF *MANY* THOUGHTS ...

IF PARKER AND LIZ ARE OUT TOGETHER, I'LL BUMP INTO 'EM SOONER OR LATER! AND WHEN I *DO...!*

I'LL MAKE THAT CLOWN WISH HE HAD STUCK TO HIS *BOOKS* INSTEAD OF TRYIN' TO MAKE TIME WITH *MY* GAL!

AND THEN, AS SO OFTEN HAPPENS IN LIFE, THE LONG ARM OF *CO-INCIDENCE* REACHES OUT, AND...

THIS IS THE PLACE!

THAT'S JONAH JAMESON --- THE GUY WHO'S ALWAYS KNOCKIN' *SPIDER-MAN!*

HEY, MR. JAMESON! WHY DON'T YOU STOP PICKIN' ON SPIDER-MAN IN YOUR PAPER? I'M PRESIDENT OF HIS FOREST HILLS FAN CLUB, AND I WANNA PROTEST THE POLICY OF...

BEAT IT, KID! IF YOU'VE GOT A GRIPE, WRITE ME A *LETTER!*

THAT'S A *FINE* WAY TO TALK TO ONE OF YOUR READERS! I EVEN USED TO *DELIVER* YOUR PAPERS AFTER SCHOOL --- BUT NOT ANY *MORE!* NOT SINCE YOU'VE BEEN TRYING TO STEAM PEOPLE UP AGAINST SPIDEY!

OKAY! OKAY! MY HEART *BLEEDS* FOR YOU! NOW GET *LOST!*

THAT'S ALL I *NEED!* A TEEN-AGE FANATIC NEEDLING ME AT A TIME LIKE *THIS!* WELL, I'LL LOSE HIM WHEN I GO INSIDE RINEHART'S HOUSE!

WHY DON'TCHA PICK ON THE *HUMAN TORCH* FOR A WHILE?? OR THOSE NUTTY *X-MEN??*

WHY DON'T *YOU* GO PLAY IN TRAFFIC?!

GOOD! THE DOOR'S UNLOCKED! I WON'T HAVE TO LISTEN TO THAT ODDBALL OUTSIDE WHILE I WAIT FOR SOMEONE TO OPEN IT!

THERE'S A LIGHT IN THE BACK ROOM! HE MUST BE IN THERE!

AND, WHAT I'VE GOT TO SAY TO *HIM* CAN'T WAIT! I'M GOING IN *NOW!*

I'VE *GOT* TO FIND OUT IF WHAT FOSWELL TOLD ME WAS *TRUE!* AND, IF IT *WAS,* RINEHART WILL BE SORRY HE EVER *HEARD* OF J. JONAH JAMESON!

AND *ANOTHER* THING! I MAY GET SOME FRIENDS TOGETHER AND *PICKET* YOUR PAPER!

WHILE, IN THE ROOM AHEAD, WE FIND...

THE ROOT OF YOUR PROBLEM IS, OF COURSE, YOUR *DUAL IDENTITY!* BUT, IF YOU WERE TO MAKE YOUR TRUE IDENTITY *KNOWN,* MUCH OF THE STRAIN WOULD BE GONE!

I *CAN'T!* I MUST NEVER TELL WHO I REALLY *AM!* I WOULD... HURT... TOO MANY PEOPLE!

REALLY?? MOST INTERESTING! TELL ME WHO THEY *ARE,* AND *I'LL* BE THE JUDGE!

AFTER ALL, YOU *KNOW* YOU CAN TRUST ME, DON'T YOU? YOU *KNOW* I'M THE ONLY ONE WHO CAN *HELP* YOU!

AND, YOU KNOW YOU'LL *HAVE* TO GIVE UP BEING SPIDER-MAN! IT'S THE ONLY WAY TO *SAVE* YOURSELF! THE ONLY WAY TO KEEP FROM GOING COMPLETELY *MAD!*

I..I GUESS YOU'RE *RIGHT! ANYTHING* WOULD BE BETTER THAN HAVING THESE HALLUCINATIONS! IT WON'T DO ME ANY *GOOD* BEING SPIDER-MAN IF I LOSE MY *MIND* IN THE PROCESS!

BUT THEN, JUST AT THAT MOST CRUCIAL, THAT MOST FATEFUL MOMENT...

RINEHART! I WANT TO *TALK* TO YOU, YOU *PHONY!* I FOUND OUT ALL *ABOUT* YOU! *YOU'RE NO DOCTOR!* YOU'VE GOT NO LICENSE! YOU'RE A *FRAUD!*

JAMESON! STAY AWAY! DON'T COME IN *NOW!* WAIT OUTSIDE... I ONLY NEED ANOTHER FEW MINUTES...!

I DON'T CARE *WHAT* YOU NEED, YOU *CROOK!* I WANT TO... *WHA..?! SPIDER-MAN!!* WHAT ARE *YOU* DOING HERE?? WHAT'S GOING *ON??!*

OH *HO!* *NOW* I GET IT! YOU MUST BE IN *CAHOOTS* WITH THAT FRAUD! I SHOULD HAVE *GUESSED!*

WHAT DO YOU *MEAN,* CALLING DR. RINEHART A *FRAUD?*

NO! DON'T *LISTEN* TO HIM! YOU *MUSTN'T!*

AND THEN, JUST WHEN IT SEEMS THAT THINGS SIMPLY CAN'T *GET* ANY MORE CONFUSING ...

I HEARD SOMEONE SHOUT *SPIDER-MAN'S* NAME!

THERE YOU ARE! IF YOU'RE IN TROUBLE, SPIDEY, *I'LL* HELP YOU! I'VE ALWAYS *DREAMED* OF FIGHTING AT YOUR SIDE!

FLASH! YOU *FOOL*... STAY *OUT* OF THIS!

EVERYTHING'S *RUINED!* I'VE GOT TO *ESCAPE!*

LET *GO* OF ME, YOU TEEN-AGE PSYCHOPATH... BEFORE I CALL YOUR *KEEPER!*

I'LL TRIGGER THE CONTROL ON MY DUMMY HEARING AID, TO CREATE A DIVERSION!

NO, YOU *DON'T*, RINEHART! YOU'RE NOT GETTING AWAY TILL I FIND OUT WHAT THIS IS ALL ABOUT!

THERE ARE MORE OF THOSE HALLUCINATIONS AGAIN... BUT SOMEHOW, THEY LOOK *UNREAL* NOW... THEY'RE NOT *BOTHERING* ME THE WAY THEY DID!

STOP! WAIT!

HEY! WHAT'S GOIN' *ON* HERE?

RACING THROUGH THE ADJACENT OFFICE IN PURSUIT OF HIS QUARRY, SPIDEY SEES ...

I... I *WASN'T* IMAGINING THINGS! THE FURNITURE IS NAILED TO THE CEILING! EVERYTHING *IS* UPSIDE-DOWN!

I CAME *SO CLOSE!* IF NOT FOR JAMESON, I WOULD HAVE *HAD* HIM!

SUDDENLY REGAINING HIS CONFIDENCE, THE MASKED WEB-SPINNER MAKES A FLYING TACKLE WITH THE EASE AND PRECISION OF OLD!

END OF THE LINE, BUSTER! YOU'VE GOT A LOT OF *EXPLAINING* TO DO!

THEN, YIELDING TO A SUDDEN IMPULSE, SPIDER-MAN GRASPS THE "PSYCHIATRIST'S" HAIR, AND GIVES IT A SHARP YANK, REVEALING ...

HOW COULD I HAVE BEEN SO ASLEEP AT THE SWITCH?? WHY DIDN'T I GUESS SOONER?

IT'S MY OLD ENEMY, *MYSTERIO!* MYSTERIO, THE MASTER OF MYSTIC EFFECTS AND STARTLING ILLUSIONS!

MINUTES LATER ...

WHAT KIND OF PLACE *IS* THIS?? WHO'S *THAT?* WAIT... I RECOGNIZE HIM...!

HE'S ALL *YOURS*, JAMESON! I GOT THE WHOLE STORY OUT OF HIM... AND HE'S JUST *DYIN'* TO TELL *YOU*, TOO! FROM NOW ON WE BETTER PICK OUR DOCTORS A LOT MORE *CAREFULLY!*

NICE TRY, MYSTERIO! BETTER LUCK, *NEXT* TIME... BUT, NOT *TOO* MUCH BETTER!

THEN, REALIZING HIS INTRICATE SCHEME HAS FAILED COMPLETELY, MYSTERIO SADLY EXPLAINS TO THE MYSTIFIED J. JONAH JAMESON AND WIDE-EYED FLASH THOMPSON---!

I'VE WANTED REVENGE ON SPIDER-MAN FOR YEARS! HE'S TOO STRONG TO FIGHT MAN-TO-MAN, BUT I FELT I COULD BEAT HIM IF I MADE HIM LOSE CONFIDENCE IN HIMSELF... IF I MADE HIM THINK HE WAS CRACKING UP!

BUT, I HAD TO CHOOSE THE RIGHT MOMENT! I WAITED... AND WAITED... AND THEN, WHEN THE *BUGLE* STARTED PRINTING THOSE INTERVIEWS ABOUT HIM, I FELT THE TIME HAD COME! SO, I POSED AS A PSYCHIATRIST!

I PLANTED DOUBTS AND FEARS IN SPIDER-MAN'S MIND! I KNEW HE WOULDN'T BE SUSPICIOUS IF I PLAYED MY CARDS RIGHT! AND IT ALMOST WORKED! MY ILLUSIONS SUCCEEDED PERFECTLY!

I WATCHED HIM FROM A SAFE DISTANCE, OPERATING MY MECHANICAL CAT AND BAT... AND MY SPECIAL MOVIES OF HIS FORMER FOES!

IT WAS SIMPLE TO ARRANGE THE TRICK OFFICES... I MERELY USED *DUPLICATES!*

BY THE TIME HE REACHED HERE, HE WAS SO AGITATED, HE WAS IN A STATE OF MIND WHERE HE'D BELIEVE *ANYTHING!*

IT WAS ALL PERFECT! IT SHOULD NOT HAVE FAILED!

I ONLY NEEDED ANOTHER FEW SECONDS... I WAS ABOUT TO MAKE HIM *UNMASK!* I'D HAVE LEARNED HIS TRUE IDENTITY! I'D HAVE DEFEATED HIM FOREVER! BUT HE WAS SAVED AT THE LAST MINUTE... SAVED BY *YOU!*

YOU MEAN... IF *I* HADN'T BURST IN JUST THEN... IF I HADN'T INTERRUPTED WHEN I DID, SPIDER-MAN WOULD FINALLY HAVE BEEN *BEATEN??*

I'VE HATED HIM FOR *YEARS!* I'VE PLANNED A MILLION SCHEMES TO DISCREDIT HIM!... TO DEFEAT HIM... TO *DESTROY* HIM! AND NOW, WHEN *YOU* WERE ABOUT TO DO IT *FOR* ME, I RUINED EVERYTHING!

HAH! SO, GOOD OL' SPIDEY, WINS AGAIN! HE BEAT MYSTERIO... AND *YOU* WERE THE ONE WHO HELPED HIM! WHAT A GIG! WHAT A GAS! WAIT'LL I TELL THE GANG!

WHAT A DAY! WHAT A *TRIUMPH!* I ACTUALLY SAW MY *IDOL* IN ACTION! HE EVEN *SPOKE* TO ME! EVEN IF HE *DID* CALL ME A FOOL... HE *SPOKE* TO ME!

BOY! EVEN THAT USELESS, SNEAKY, MEAT-HEADED PETER PARKER COULDN'T SPOIL THE WAY I FEEL NOW! *WAH-HOO!*

THEN, A SHORT TIME LATER...

HOW ABOUT JOINING THE REST OF US GIRLS FOR A SODA, LIZ?

LOVE TO, CONNIE! I'M JUST IN THE MOOD!

OH, NO! I *CAN'T!* THERE'S PETER PARKER! I'VE GOT TO *TALK* TO HIM!

OH, *PETEY!* HOW ABOUT HELPING ME WITH MY SCIENCE LESSONS NOW? CAN YOU SPARE THE TIME?

SURE, LIZ! I GUESS SO!

WELL! HOW DO YOU LIKE THAT? SHE LEFT ME FLAT, TO GO OFF WITH PUNY PARKER! I'VE GOT A GOOD MIND TO TELL FLASH THOMPSON ABOUT THIS!

I THINK IT'S SO SWEET OF YOU TO OFFER TO HELP ME, PETEY!

YEESH! HOW I WISH SHE WOULDN'T CALL ME PETEY!

WHILE, WAITING PATIENTLY AT PETER'S HOME, WE FIND...

IF ONLY I KNEW WHAT WAS BOTHERING PETER! THE BOY HAS NO MOTHER OR FATHER ... I'M THE ONLY ONE TO LOOK AFTER HIM! IF ONLY HE'D LET ME!

AND THEN...

HI, AUNT MAY! I JUST WANTED TO TELL YOU I'LL BE OVER AT LIZ ALLAN'S HOUSE FOR THE NEXT LITTLE WHILE! I'M GOING TO DO SOME STUDYING WITH HER!

PETER! I WAS WONDERING WHERE YOU WERE ...IF YOU WERE ALL RIGHT! I WAS SO WORRIED ABOUT YOU!

HELLO, MRS. PARKER!

GOSH, THAT'S RIGHT! I FORGOT! I RAN OUT OF HERE LIKE A SHOT WITHOUT EXPLAINING TO AUNT MAY! SHE MUST HAVE BEEN REALLY UPSET!

YOU LOOK PERFECTLY FINE TO ME NOW, DEAR! BUT...YOU MUSTN'T GIVE ME SUCH FRIGHTS!

AFTER ALL, PETER, YOU'RE ALL I HAVE LEFT IN THE WORLD! IF ANYTHING SHOULD EVER HAPPEN TO YOU ...!

AW, GEE, AUNT MAY.. THIS IS EMBARRASSING ...WITH LIZ HERE!

I'M SORRY I RUSHED OUT THAT WAY BEFORE ...HONEST! I PROMISE I WON'T DO IT AGAIN! DON'T YOU WORRY ABOUT A THING! I'M JUST FINE! OKAY?

SHE'S SMILING AGAIN! GOOD! I HATE TO SEE HER WORRY!

ALL RIGHT, PETER DEAR! YOU RUN ALONG WITH YOUR YOUNG LADY! I'LL WAIT UP TILL YOU COME HOME!

I'M MAKING PROGRESS AT LAST! I FINALLY HAVE PETEY ALL TO MYSELF FOR A WHILE! HE'S SO MUCH MORE INTERESTING THAN THAT EMPTY-HEADED FLASH!

I'D RATHER BE SPENDING MY TIME WITH BETTY, BUT...IF SHE'S GONNA KEEP ON WRITING TO NED LEEDS BEHIND MY BACK, I'LL SHOW HER!

GOSH! I JUST REMEMBERED...I STILL HAVEN'T EARNED THAT EXTRA MONEY I WANTED TO GIVE TO AUNT MAY!

THUS, OUR TALE IS ENDED FOR NOW, AS WE RELUCTANTLY LEAVE OUR LITTLE CAST OF CHARACTERS UNTIL NEXT ISSUE ...

NOTHING CONCLUSIVE HAS BEEN SETTLED BETWEEN PETER AND BETTY... OR BETWEEN OUR HERO AND FLASH THOMPSON ... OR INDEED, BETWEEN ANYONE! AND YET, ISN'T THAT THE WAY OF LIFE? WE NEVER KNOW WHAT SURPRISES ARE AROUND THE CORNER... AND NEITHER DOES THE YOUTH CALLED... SPIDER-MAN!

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

25 JUNE

IND.

"CAPTURED BY J. JONAH JAMESON!"

SPIDER-MAN

"CAPTURED BY J. JONAH JAMESON!"

DO YOU THINK SPIDEY'S HAD TROUBLE **BEFORE?** JUST WAIT'LL YOU READ **THIS** ONE!

WHAT HAPPENS TO A SUPER-HERO ON THE RUN, WHEN HE HAS NO PLACE TO GO?

SWINGIN' SCRIPT BY:
STAN LEE
DAZZLIN' DRAWINGS BY:
STEVE DITKO
LOQUACIOUS LETTERING BY:
S. ROSEN

STURDY STEVEY DITKO DREAMED UP THE PLOT OF THIS TANTALIZING TALE, AND IT'S FULL OF UNEXPECTED SURPRISES! SO, TURN THE PAGE AND SEE IF YOU CAN GUESS WHAT'S COMING NEXT...!

ONE OF THE MANY REWARDS OF BEING A GOOD STUDENT IS THE FACT THAT A PRETTY GAL LIKE LIZ ALLAN MIGHT ASK YOU TO HELP HER WITH HER STUDIES, AS PETER PARKER HAS JUST DONE ...

G'NITE, LIZ! HOPE YOU DIG THOSE FORMULAE NOW!

I DIG **YOU** EVEN MORE, PETEY!

BEFORE I GO HOME, I'D BETTER RETRIEVE MY ***SPIDER BEAM***, WHICH I LEFT ON A ROOF LEDGE YESTERDAY! *

MY SPIDER SENSE TELLS ME THAT NO ONE'S AROUND TO SEE ME NOW!

*AS SHOWN IN ***SPIDER-MAN*** #24..STAN.

AND, IF NO ONE'S WATCHING, THERE'S NO NEED FOR ME TO GO TO THE TROUBLE OF CHANGING INTO MY COSTUME!

IT SHOULD BE ON THE LEDGE RIGHT ABOVE ME!

GOOD! HERE IT ***IS!***

SAY! WHO ARE THOSE THREE SEEDY-LOOKING CHARACTERS SLINKING AROUND BELOW?

THE WAY THEY'RE GOING FROM CAR TO CAR, THEY'VE GOT ***AUTO THIEVES*** WRITTEN ALL OVER THEM!

HMM..LOOKS LIKE THEY FOUND THE ONE THEY WANT!

WHAT A LUCKY BREAK! THERE'S A ***COP!*** IT'LL SAVE ME THE TROUBLE OF WASTING TIME ON THOSE THREE HOODS!

UH OH! IF HE GOES DOWN ***THAT*** STREET, HE WON'T ***SEE*** THEM!

SO, I'LL JUST GET HIM TO CHANGE DIRECTION ... ***MY*** WAY!

THE ***SPIDER SIGNAL!***

NOW, BY MOVING THE SIGNAL OVER TO THOSE PUNKS, HE'LL ***HAVE*** TO SEE THEM!

HEY! WHAT'S GOIN' ***ON*** HERE??

SOMEONE ***SPOTTED*** US!

YOU CAN SAY ***THAT*** AGAIN, MISTER! GRAB SOME SKY... I'VE GOT YOU COVERED!

WELL, WELL... WE'VE BEEN ***LOOKING*** FOR YOU THREE FOR SOME TIME, NOW!

AND JUST OUR LUCK HE FOUND US IN THE MIDDLE OF A ***CAPER!***

I OUGHT TO BE ABLE TO SELL SOME PIX OF THIS ARREST TO J. JONAH JAMESON WITH NO SWEAT!

EVERY-THING'S GOING *MY* WAY FOR A CHANGE!

CLICK!

A FEW MINUTES LATER...

HI, AUNT MAY! I THOUGHT YOU'D BE ASLEEP BY NOW!

I WANTED TO WAIT TILL I KNEW YOU WERE SAFELY HOME, PETER DEAR! AND BESIDES, THERE WAS THE LOVELIEST JOAN CRAWFORD MOVIE ON THE LATE SHOW!

AUNT MAY SURE IS THE GREATEST! IF ONLY SHE WOULDN'T WORRY ABOUT ME, SO MUCH!

I'D BETTER WORK ON MY SPARE COSTUME WHILE I HAVE THE CHANCE BEFORE I GO TO BED!

I REMEMBER THE TIME MY SPIDEY-SUIT GOT DRIPPING WET AND I COULDN'T WEAR IT WHEN I NEEDED IT! I DON'T WANT THAT TO HAPPEN AGAIN!

YEESH! BOY, HOW I HATE TO *SEW!*

HOWEVER, AFTER ONLY A DOZEN OR SO TINY PIN-PRICKS, PETER MANAGES TO FINISH HIS COS-TUME, AND THEN, THE NEXT MORNING...

I HOPE OL' SKINFLINT BUYS MY PHOTOS! OH, HE'S WITH SOMEONE!

DON'T WORRY ABOUT A *THING!* I'LL TAKE CARE OF YOUR AD PERSONALLY, AND I'LL SEE YOU AT THE CLUB TONIGHT!

MUST BE SOMEONE IMPORTANT.. J.J'S *SMILING!*

GOT SOME *PICTURES* FOR ME, PARKER? LET ME *SEE* THEM!

HMM! NOTHING SO GREAT! SPIDER-MAN'S SIGNAL BEAM SHINING ON THREE PUNKS, AND A POLICEMAN MAKING A PINCH! BIG DEAL!

I NEED THE MONEY! HE *HAS* TO BUY THEM!

BUT YOU DON'T GET THE *IDEA*, MR. JAMESON! THOSE PIX ARE *DYNAMITE!*

THINK HOW BAD THEY MAKE *SPIDER-MAN* LOOK! HE WAS BEATEN TO SOME CROOKS BY ONE LONE OFFICER!

SAY! THAT'S *RIGHT*, PARKER!

I NEVER HEARD PETER PARKER KNOCK SPIDER-MAN BEFORE!

YES, SIR! IT'S A GOOD THING *I* THOUGHT OF THAT ANGLE! ANOTHER TYPICAL JAMESON BRAINSTORM!

I'LL SEND YOU YOUR CHECK IN THE MORNING, PARKER!

HI, BETTY! HEY, WHY THE COLD-SHOULDER LOOK?

YOU SHOULD *KNOW* WHY, PETER! YOU'VE BEEN SELLING TOO MANY PICTURES TO J. JONAH! YOU'RE BEGINNING TO *SOUND* LIKE HIM NOW!

AW, I WAS JUST...HEY, *LOOK!* WHAT'S *THAT??*

MR. JAMESON, MY NAME IS SMYTHE! I'M AN *INVENTOR!*

I'VE READ YOUR ANTI-SPIDER-MAN EDITORIALS FOR MONTHS, SO I KNOW HOW YOU *HATE* HIM! THAT'S WHY I'M HERE! I HAVE SOMETHING THAT IS *GUARANTEED* TO DEFEAT SPIDER-MAN!

JUST WHAT I *NEED*...ANOTHER CRACKPOT!

OUT! *OUT!* I'M NOT GETTING MIXED UP WITH ANY MORE NUTTY, MAD SCIENTISTS! EVERY TIME I LISTEN TO ONE OF YOU NITWITS, I END UP BEING A *LAUGHING STOCK!*

BUT, MR. JAMESON... IF YOU'D JUST LET ME *DEMONSTRATE!*

SO *THIS* IS GONNA DEFEAT ME, EH? I HOPE HE DIDN'T BET HIS RENT MONEY ON IT!

SAY! THIS WOULD BE A GREAT CHANCE TO GET *EVEN* WITH JONAH FOR ALL THE TROUBLE HE'S CAUSED ME IN THE PAST! I MIGHT EVEN MAKE SOME MORE DOUGH SELLING PHOTOS OF THE SPIDER-MAN "FIGHT"!

IT WOULD ONLY TAKE A *MOMENT* TO SHOW WHAT MY ROBOT CAN *DO!*

YOU *HEARD* ME.. I SAID *OUT!!*

HE PROBABLY *IS* A PHONY, J.J., BUT IT CAN'T DO ANY HARM TO WATCH HIM DEMONSTRATE!

IN FACT, THERE'S ALWAYS THE CHANCE THAT HE MAY REALLY *HAVE* SOMETHING! WHAT HAVE YOU GOT TO *LOSE?*

PETER PARKER!! YOU KEEP *OUT* OF THIS! WHAT'S GOTTEN *INTO* YOU??

AFTER ALL, IT HAS TO TAKE SOMETHING *SPECIAL* TO BE ABLE TO FIGHT *SPIDER-MAN!* MAYBE THAT NUTTY-LOOKING ROBOT IS JUST WHAT THE DOCTOR ORDERED!

PETER! HOW CAN YOU *TALK* THAT WAY?? DO YOU *WANT* SPIDER-MAN DEFEATED?

IXNAY, BETTY!

IF THE ROBOT *SHOULD* BE ABLE TO WALLOP SPIDER-MAN, *YOU'LL* GET ALL THE CREDIT! AND IF IT DOESN'T, WHO'S TO KNOW?

HMMM...

PETER...!!

BESIDES, YOU KNOW YOU'RE LOTS *SMARTER* THAN SPIDER-MAN COULD EVER *HOPE* TO BE! HE'S ONLY BEATEN YOU BY DUMB LUCK BEFORE! SOONER OR LATER YOU'RE *BOUND* TO WIN!

AFTER ALL, LOOK HOW *SUCCESSFUL* YOU ARE! YOU'RE A BORN *WINNER,* J.J.!

PER-HAPS I *WAS* TOO HASTY!

VERY WELL, SMYTHE! LET'S SEE YOUR DEMONSTRATION!
OWW! CUT IT OUT, BETTY!
YOU WON'T BE DIS-APPOINT-ED, MR. JAMESON.. I PROMISE!
I JUST NEED SOMEONE TO HOLD THIS LIVE SPIDER IN ITS GLASS CAGE!
LET PARKER DO IT! IT WAS HIS IDEA!
WHO, ME?
DON'T WORRY, MY BOY! YOU WON'T BE HURT! I JUST WISH TO SHOW HOW MY ROBOT CAN SENSE A SPIDER'S PRESENCE ANYWHERE!
OMIGOSH! WHAT IF THIS GUY ISN'T A CRACK-POT?!!
NOW, AT THE PRESS OF A BUTTON, COILS WILL SHOOT OUT FROM MY ROBOT, ATTRACTED BY THE VERY PRESENCE OF THE SPIDER, TRAPPING IT!
NOW I'M IN FOR IT! THE COILS WERE ATTRACTED TO MY OWN, MUCH GREATER SPIDER POWER!
IT SHOULD HAVE GRABBED THE SPIDER, RATHER THAN PARKER! BUT, THAT ISN'T IMPORTANT! I CAN IRON OUT A FEW LITTLE BUGS LIKE THAT! BUT, YOU CAN SEE HOW IT AUTOMATICALLY ENSNARES ANYTHING RELATED TO A SPIDER!
HE'S RIGHT! EVEN MY SPIDER STRENGTH CAN'T SNAP THE STEEL STRANDS!
NO USE STRUGGLING, PARKER! YOU CAN-NOT BREAK THAT COILED STEEL!
MMM! NOT BAD! NOT BAD!
YOU FINALLY GOT WHAT YOU DESERVE, MISTER PARKER! I HOPE YOU NEVER BREAK LOOSE!
SEE HOW SIMPLE IT IS, MR. JAMESON? IT WILL LOCATE SPIDER-MAN THROUGH ITS HYPER-SENSITIVE GEIGER-TYPE APPARA-TUS, THEN IT WILL TRAP HIM IN ITS COIL SPRINGS!
I MUST ADMIT, IT SOUNDS LIKE A FOOL-PROOF APPROACH!
AND, BEST OF ALL, YOU CAN ENJOY THE TRIUMPH, BY OPERATING THE ROBOT YOUR-SELF!
IT'S GUIDED BY A SIMPLE REMOTE CONTROL MECHANISM YOU CAN HANDLE FROM HERE! YOU'LL BE IN COMPLETE CHARGE!
HEY! HOW ABOUT GETTING ME OUT OF HERE?!

SEE HOW EASILY IT'S DONE! THE PRESS OF A BUTTON RELEASES THE COILS INSTANTLY!

I'M **SOLD!** I'LL PAY WHATEVER YOU WANT FOR THE ROBOT! SOMETHING TELLS ME I'M GONNA **GET** SPIDER-MAN THIS TIME!

I DON'T WANT TO SELL IT OUTRIGHT! I'D RATHER **RENT** IT TO YOU!

SURE! SURE! STEP INTO MY OFFICE AND WE'LL WORK OUT THE DETAILS!

WELL, MR. PARKER! I HOPE YOU'RE QUITE **SATISFIED** WITH YOURSELF!

YOU'RE EVEN **WORSE** THAN MR. JAMESON! AT LEAST **HE** THINKS HE HAS A **REASON** TO HATE SPIDER-MAN! BUT **YOU** HAVEN'T!

GOSH, BETTY! I DIDN'T MEAN ANY HARM! I THOUGHT IT WOULD BE **FUN!**

FUN?? FUN TO HELP GET SPIDER-MAN **CAPTURED?!** AND AFTER THE WAY HE SAVED YOUR AUNT MAY FROM DR. OCTOPUS!*

*AS SHOWN IN **SPIDER-MAN ANNUAL #1**... STAN,

HONESTLY!! IF I LIVE TO BE A HUNDRED, I'LL NEVER UNDERSTAND YOU, PETER! NOW GO JOIN YOUR LEADER, JOLLY JONAH JAMESON! GOOD-**BYE!**

BETTY... **WAIT!**

BOY! DID I FOUL MYSELF UP **THIS** TIME! I THOUGHT IT WOULD BE A BIG GAG, BUT THAT ROBOT REALLY **IS** DANGEROUS! AND BETTY'S MAD AT ME NOW, AND HERE I GO AGAIN!

YEESH! MY LUCK SURE RUNS THE GAMUT FROM **BAD** TO **HOPELESS!**

LATER, AT THE STEPS OF MIDTOWN HIGH SCHOOL...

DID I TELL YOU CHICKS HOW I HELPED OL' SPIDEY TO GET THE LAST LAUGH ON THAT PHONY PSYCHIATRIST A FEW WEEKS AGO?*

DOZENS OF TIMES, FLASH... BUT TELL US AGAIN! YOU TELL IT BETTER EVERY TIME!

HEY, FLASH! LOOK WHO'S COMIN'! IT'S PUNY PARKER ...WITH YOUR GAL FRIEND LIZ RUNNIN' AFTER HIM!

SPIDER-MAN #24, REMEMBER?...STAN.

SEE, FLASH? I **TOLD** YOU THE TWO OF THEM HAD A **DATE** LAST NIGHT!

THAT'S OKAY! JUST RELAX AND WATCH ME HANDLE THIS! I KNOW JUST WHAT TO DO!

PETEY! OH, PETEY... WAIT FOR **ME!**

HI, LIZ! WELL, HEL-LO, PETE OL' PAL! HOW'S IT GOIN', FELLA? HOW'SA BOY?

OKAY, THOMPSON, CUT THE COMEDY! WHAT ARE YOU UP TO NOW?

FLASH THOMPSON! IF YOU'RE TRYING TO GET PETEY MIXED UP IN A FIGHT, I'LL NEVER SPEAK TO YOU AGAIN!

A FIGHT?? OH PERISH FORBID! I JUST WANT TO TALK TO MY OLD BUDDY, THAT'S ALL!

IN THAT CASE, I'LL LEAVE YOU TWO BOYS ALONE! SEE YOU LATER, PETEY!

"SEE YOU LATER, PETEY!"

YOU CREEP! I WARNED YOU WHAT WOULD HAPPEN IF YOU TRIED TO TWO-TIME ME WITH MY GIRL! I'LL BE WAITIN' FOR YOU AFTER SCHOOL TODAY---AND YOU BETTER BE THERE!

LOOK, MUSCLEBOUND! IF YOU THINK I'VE NOTHING BETTER TO DO THAN...

YOU HEARD ME! BE THERE! AND DON'T WORRY--- IT'LL BE OVER SO FAST YOU'LL HARDLY FEEL A THING!

PARKER SURE LOOKS JUMPY TODAY!

SO WOULD YOU IF YOU KNEW FLASH THOMPSON WOULD BE WAITING FOR YOU OUTSIDE!

EVERY TIME I HEAR A NOISE, I THINK IT MIGHT BE THAT ROBOT COMING AFTER ME!

PETER, WHY DO YOU KEEP STARING OUT OF THE WINDOW THAT WAY?

WHAT OTHER WAY IS THERE, LIZ?

IT'S SURE TO COME AFTER ME AS SOON AS SMYTHE SEES THAT IT'S IN PERFECT WORKING CONDITION!

AND, AT THAT VERY MOMENT...

EVERYTHING CHECKS OUT PERFECTLY, MR. JAMESON! IT'LL WORK AS SMOOTH AS SILK! SPIDER-MAN WILL BE YOUR CAPTIVE BEFORE NIGHTFALL!

YOU BETTER BE RIGHT, SMYTHE, IF YOU WANT THAT BONUS I PROMISED YOU!

THERE! I SET IT ON AUTOMATIC! ALL WE HAVE TO DO IS WAIT UNTIL IT PICKS UP THE AURA OF SPIDER-MAN'S PRESENCE, AND THEN YOU'LL HAVE HIM!

POOR SPIDER-MAN! IF THEY TRAP HIM, IT'LL ALL BE PETER'S FAULT!

LOOK! AM I SEEING THINGS, OR... IS IT MOVING??

YES, IT IS! WE'RE IN LUCK! IT'S PICKED UP SPIDER-MAN'S IMPULSES ALREADY! AND NOW, MR. JAMESON, THIS IS WHERE YOU COME IN! ARE YOU READY?

JUST SIT AT THE MASTER CONTROL PANEL AND DO WHAT I'VE INSTRUCTED YOU TO! AHH, YOUR PICTURE AND VOICE ARE COMING IN *FINE!*

THIS IS *GREAT!* I CAN SEE RIGHT OUT THROUGH THE ROBOT'S FACE!

TEST IT OUT! MAKE IT MOVE! NOW TRY THE VOICE!

WHAT'S EVERY-ONE *STARING* AT?? GET BACK TO *WORK*, ALL OF YOU!

THAT WAS *DELIGHTFUL!* I SCARED THEM OUT OF A YEAR'S GROWTH! *SAY... LOOK!!* WHERE'S THE ROBOT *GOING?*

IT'S ON THE TRAIL OF *SPIDER-MAN,* ZEROING IN ON HIS SPIDER'S IMPULSE!

LOOK HOW EVERY-ONE'S *STARING!* THEY MUST BE LOOKING AT *MY* FACE IN THE ROBOT'S HEAD SCREEN!

MEANWHILE...

THAT WAS THE LAST BELL, USELESS! REMEMBER, I'LL BE WAITING FOR YOU OUTSIDE!

FINE, FINE! AND IF YOU'RE REAL NICE ABOUT IT, MAYBE I'LL LET YOU CARRY MY *BOOKS* HOME!

BUT NO SOONER DOES FLASH LEAVE, WHEN...

THE *ROBOT!* IT'S COMING THIS WAY! IT MUST HAVE *SENSED* ME HERE!

I'LL SLIP OUT THIS SIDE DOOR!

I'VE GOT TO GET SAFELY AWAY FROM SCHOOL AND CHANGE TO *SPIDER-MAN* BEFORE HE CATCHES *UP* WITH ME!

FLASH THOMPSON!! WHAT'S THIS I HEAR ABOUT YOU WAITING TO HAVE A FIGHT WITH PETEY PARKER ??!

OH *NO!!* NOT *LIZ!* NOT *NOW!*

LOOK, LIZ... THIS IS SOMETHING BETWEEN *PARKER* AND ME!

BUT, IF YOU'RE FIGHTING ABOUT *ME,* THEN *I'M* INVOLVED IN IT, ALSO!

FLASH! PARKER'S RUNNIN' *AWAY!*

FLASH! WAIT... COME *BACK!*

I'LL TEACH 'IM TO TRY TO DUCK OUT ON FLASH THOMPSON! C'MON, LET'S GO *AFTER* HIM!

YIPPEE!

PARKER! COME BACK AN' FIGHT, YOU CHICKEN!

IT'S FLASH AND HIS STOOGES! I THINK I CAN USE THEM THIS TIME!

ALL I HAVE TO DO IS KEEP THEM BETWEEN ME AND THE ROBOT!

KIDS! UP AHEAD OF ME! THEY'RE BLOCKING MY VIEW!

HOLY SMOKE! WHAT IN THE NAME OF CREATION DO YOU CALL THAT??

WHAT'S THAT THING ADVERTISING?? IS HE GIVIN' AWAY ANY FREE SAMPLES??

OUTTA MY WAY, YOU BRATS! MOVE!

FLASH! L-LOOK BEHIND US!!

HOLY SMOKE! IT'S JAMESON... I'D KNOW HIS FACE ANYWHERE! B-BUT HE'S TURNED INTO A MONSTER!

OUT OF THE WAY... EVERYBODY!! SPIDER-MAN MUST BE SOMEWHERE AHEAD OF ME!

SPIDER-MAN! WOW! WE'VE GOTTA KEEP RUNNING! I DON'T WANNA MISS THIS!

HOW CAN I SLIP AWAY IN FULL VIEW OF EVERYONE, AND CHANGE TO SPIDEY? I MUST DO IT, BECAUSE THEY'LL GUESS WHO I AM IF THE ROBOT GRABS ME!

AND THEN, SUDDENLY ROUNDING A CORNER...

THIS IS MY CHANCE! I HOPE NO ONE'S WATCHING FROM ANY WINDOWS NEARBY!

YOU WON'T ESCAPE ME, PARKER!

LOOK! THE ROBOT'S STOPPED CHASIN' US!! WHY IS IT TRYING TO CLIMB UP THE ROOF? AND WHERE'D PARKER DISAPPEAR TO??

HOW'D IT *GET* HERE SO FAST? I DIDN'T EVEN HAVE TIME TO PUT MY SHOES OR GLOVES ON!!

SPIDER-MAN! I'VE *FOUND* YOU!!

YOU WERE *RIGHT*, SMYTHE! YOUR ROBOT *WORKS!* IT FOUND THAT ROOF-CRAWLING MENACE AS EASY AS PIE!

AND, IT WILL *DEFEAT* SPIDER-MAN *JUST* AS EASILY! IT'S EQUIPPED WITH EVERY TYPE OF FIGHTING DEVICE I COULD THINK OF!

WHEW! LUCKY HE DELAYED FOR A SECOND! AT LEAST I'M FULLY COSTUMED NOW!

RECOGNIZE ME, SPIDER-MAN?? IT'S YOUR OLD PAL, J. JONAH!! I'VE FINALLY FOUND A WAY TO CLIP YOUR WINGS *FOREVER!*

HE CAN EVEN *TALK* THROUGH THAT THING!!

WHILE, IN THE STREET BELOW...

THAT'S FUNNY... WE LOST PARKER! AND THE *ROBOT'S* GONE!

THE ROBOT SAID *SPIDER-MAN* WAS AROUND HERE! MAYBE *PARKER* FOUND HIM!

OH, DEAR! I *HOPE* HE DIDN'T!

LOOK! THERE HE *IS!*

AND THAT ROBOT, WITH JAMESON'S FACE, IS *AFTER* HIM! *LOOK OUT!*

YOU WON'T ESCAPE ME, SPIDER-MAN!! I CAN FOLLOW WHEREVER YOU GO!

WHAT DO WE DO *NOW?* WHAT HAPPENED TO PARKER?

FORGET PUNY PARKER! THIS IS *MORE* IMPORTANT! I'VE GOTTA HELP OL' *SPIDEY,* LIKE I DID *LAST* TIME!

GOOD! NOW PETEY CAN GET AWAY!

FOLLOW *ME!* WE'VE GOTTA CATCH UP TO THAT ROBOT!

PERHAPS IF I TAG ALONG WITH HIM, HE'LL STOP BEING SO JEALOUS OF POOR PETEY!

MEANWHILE ...

THIS IS WHERE I'LL MAKE MY STAND... RIGHT IN THE MIDDLE OF THE STREET!

IF I BEAT JAMESON *NOW,* EVERYBODY WILL KNOW ABOUT IT! HE'LL NEVER LIVE IT DOWN!

FIRST I'LL GIVE YOU A TASTE OF MY *LIQUID WEBBING!*

UH-OH! IT'S ROLLING OFF! HIS SURFACE IS SPECIALLY-PREPARED... IT'S TOO *OILY!*

WELL, THEN, I'LL SPRAY IT *OVER* HIM...!

NOW WHAT? HE'S COVERING HIS HEAD WITH HIS ARM, *CATCHING* MY WEB!

IT SLID OFF *AGAIN!* IT WON'T STICK TO ANY *PART* OF HIM! *NOW* WHAT DO I DO??

WHEW! I ALMOST FORGOT! MUSTN'T LET HIM GET *CLOSE* ENOUGH FOR HIS *COILS* TO SPRING OUT AT ME!

OL' JONAH MUST BE GLOATING TO BEAT THE BAND RIGHT NOW!

I'VE GOT TO GET OUT OF RANGE OF THOSE COIL-SPRING ARMS! THEY'RE TOO *FAST!*

THEY FOLLOW ME *AUTOMATICALLY,* ATTRACTED BY MY SPIDER IMPULSES!

DODGE ALL YOU WANT TO! YOU CAN'T AVOID ME *FOREVER!*

THIS'LL BE EVEN HARDER THAN I *THOUGHT!* I'D BETTER TAKE TO THE ROOFTOPS FOR A WHILE!

HEY, BIG SHOT! WHAT GIVES?? YOU'RE RUNNIN' THE WRONG WAY!

MY ADORING PUBLIC! THEY CAN'T WAIT TO TURN *AGAINST* ME AT THE FIRST OPPORTUNITY!

THERE HE *IS*, FLASH!

HECK! IF HE TAKES TO THE *ROOF*, WE'LL LOSE HIM!

GOING FOR A LITTLE *CLIMB*, SPIDER-MAN?? *THAT* WON'T HELP YOU! I'M COMING RIGHT *AFTER* YOU! YOU'RE NOT GETTING AWAY FROM *ME!*

THIS IS *TERRIBLE!* I'VE GOT TO *HELP* POOR SPIDER-MAN SOMEHOW! I *OWE* HIM THAT MUCH!

SMYTHE, YOU'RE A *GENIUS!* I'VE NEVER HAD SUCH A WONDERFUL TIME!

THERE'S ONLY *ONE* THING TO DO...

CAREFUL, MR. JAMESON! THAT *DIAL* IS COMING LOOSE! HERE, LET ME TIGHTEN IT FOR YOU!

DON'T *TOUCH* IT!! I'LL LOSE CONTROL OVER THE ROBOT! STAY BACK!

I WAS TOO SLOW! I'LL HAVE TO THINK OF SOMETHING ELSE!

DIDN'T THINK I COULD COME *AFTER* YOU SO FAST, DID YOU? WHY DON'T YOU *GIVE UP* AND SAVE YOURSELF ALL THIS TROUBLE?

I DON'T KNOW WHICH IS *WORSE*... THAT ROBOT'S *COILS*, OR JAMESON'S RASPY, GLOATING *VOICE!*

YOU'RE BEGINNING TO LOOK *TIRED*, SPIDER-MAN! WHAT A PITY! PERSONALLY, *I'M* AS FRESH AS EVER! I COULD KEEP THIS UP ALL DAY! IN FACT, I THINK I *WILL!*

WELL, BULLY FOR YOU, BIG MOUTH!

NOW I *KNOW* YOU'RE TIRED! EVEN YOUR CORNY WISE-CRACKS ARE SOUNDING WEAKER THAN EVER!

JAMESON'S *RIGHT!* THAT *ROBOT* CAN'T EVER GET TIRED...BUT SPIDER-MAN *CAN!* I'VE *GOT* TO THINK OF SOMETHING!

I'VE WAITED *MONTHS* FOR THIS MOMENT! I'M ALMOST *SORRY* YOU'RE GETTING TIRED! I'D LIKE IT TO LAST MUCH *LONGER!*

HMMM...IF I COULD JUST REACH THAT ELECTRIC SOCKET...

I'LL PRETEND I STUMBLED!..I'LL DROP THESE PAPERS!

OOPS! HOW CLUMSY OF ME!

HE'S PAYING NO ATTENTION, SO, I'LL JUST INCH CLOSER TO THE SOCKET...!

I FEEL LIKE THE HEROINE IN AN ADVENTURE THRILLER! IT'S REALLY *EXCITING!*

MISS BRANT! WHAT IN THUNDER ARE YOU *DOING??* GET *AWAY* FROM THERE!

OH, *NO!!*

IF THIS WERE JUST A *STORY,* I'D HAVE *MADE* IT!

HOW DO YOU EXPECT ME TO *CONCENTRATE* WITH YOU GETTING UNDER-FOOT ALL THE TIME! GET OUT... TAKE THE REST OF THE DAY OFF... WITHOUT PAY, OF COURSE!

I *FAILED!!* BUT, *PETER* IS AS INDEBTED TO SPIDER-MAN AS I! I'VE GOT TO GET *HIM* TO HELP, SOMEHOW!

I'LL PHONE HIM... I HOPE HE'S HOME! AFTER ALL, THIS IS ALL *HIS* FAULT!

TSK! THE LINE'S BUSY!

SPIDER-MAN HAS HELPED PETER *MANY* TIMES IN THE PAST! NOW IT'S *HIS* TURN TO REPAY THE FAVORS!

HE TALKED J.J. *INTO* THIS... SO, HE'S GOT TO FIND A WAY TO TALK HIM *OUT* OF IT! OH... THE LINE'S STILL *BUSY!*

I NEVER EVEN *LIKED* SPIDER-MAN...OR *ANY* SILLY COSTUMED ADVENTURER! BUT I CAN'T HELP FEELING *SORRY* FOR HIM!

AFTER ALL, IT ISN'T FAIR FOR A MAN TO HAVE TO FIGHT A TIRELESS *ROBOT!* IF ONLY PETER CAN CONVINCE JAMESON TO...

DRAT! STILL BUSY!

PERHAPS HIS *AUNT* IS ON THE PHONE! A WOMAN CAN TALK FOR *HOURS!* I'LL GO OVER AND GET HIM *MYSELF!*

AND, ON A CROWDED STREET CORNER...

TOO BAD WE *LOST* 'IM! IT'LL BE *SOME* FIGHT!

WELL, NO SENSE JUST HANGING AROUND! LET'S GO FIND PUNY PARKER AGAIN!

I WAS *AFRAID* OF THIS

FLASH THOMPSON, DON'T YOU DARE!

HE PROBABLY LIT OUT FOR *HOME!* I'LL BET YOU CAN FIND HIM THERE!

IT'S AS GOOD A PLACE AS *ANY* TO START LOOKING!

FLASH, I'M *ASHAMED* OF YOU! IF YOU HURT POOR PETEY, I'LL NEVER *TALK* TO YOU AGAIN!

RELAX, LIZ! I WON'T EVEN LAY A FINGER ON THAT CRUMMY BOOKWORM! I JUST WANNA GET HIM TO *ADMIT* THAT HE RAN AWAY BECAUSE HE'S *CHICKEN!*

HE'S JUST TOO *SMART* TO WASTE HIS TIME *FIGHTING!*

THE MORE SHE *DEFENDS* HIM, THE MORE I *HATE* HIM!!

MEANWHILE, THE YOUNG STALWART WHO SEEMS TO BE ON EVERYONE'S LIPS IS HAVING TROUBLES ENOUGH AMONG THE ROOFTOPS...

I MUST HAVE BEEN OUT OF MY *MIND!* THIS IS ALL MY OWN FAULT... I TALKED JAMESON *INTO* USING THAT ROBOT!

I CAN PLAY TAG AS LONG AS YOU CAN!

I THOUGHT THIS WOULD BE A *PICNIC!* I THOUGHT I COULD MAKE A FOOL OF JONAH IN FRONT OF EVERYONE!

INSTEAD, I'M RUNNING *AWAY* FROM HIM... GETTING MORE TIRED BY THE MINUTE... WHILE *HE'S* HAVING A BALL!

AND EVERY TIME I SLOW DOWN, THOSE COIL STEEL FEELERS OF HIS AUTOMATICALLY REACH OUT TO GRAB ME!

KEEP GOING, SPIDER-MAN! DON'T SPOIL MY FUN! SO *QUICKLY!* I WANT THIS DELIGHTFUL EPISODE TO *LAST!*

I'VE *GOT* TO GET SOME REST SOON! BUT *HOW??* HE WON'T LET UP FOR A *SECOND!*

HOW DO YOU *LIKE* BEING ON THE RUN, YOU COSTUMED FREAK? HOW DOES IT FEEL TO BE UP AGAINST YOUR SUPERIOR... NAMELY J. JONAH JAMESON!

BUT, ONCE AGAIN, OUR SCENE BRIEFLY CHANGES, AS WE FIND BETTY BRANT ARRIVING AT THE HOME OF PETER PARKER ...

WHY IS THAT LITTLE GROUP GATHERED IN FRONT OF PETER'S HOUSE?

NOW YOU JUST WAIT HERE, FLASH! I'LL GO AND SEE IF HE'S IN!

IT'S THAT BLONDE LIZ ALLAN! SO! PETER STILL SEES HER!

AND IF HE IS, I'LL WARN HIM NOT TO COME OUT TILL FLASH HAS GONE!

WELL! FANCY MEETING YOU HERE, MISS ALLAN! DO YOU ALWAYS TRAVEL IN A PACK LIKE THAT??

WHY, NO, MISS BRANT! BUT SOMETIMES IT'S HARD TO GET RID OF ALL MY ADMIRERS! ALTHOUGH I'M SURE YOU DON'T HAVE THAT PROBLEM!

OH, WHAT A LOVELY SURPRISE! BETTY BRANT AND LIZ ALLAN! DO COME IN, MY DEARS! TODAY SEEMS TO BE MY DAY FOR SURPRISES!

WHAT DOES SHE MEAN BY THAT?

IS PETER IN, MRS. PARKER?

NO, DEAR... HE'S OUT, ALTHOUGH I EXPECT HIM BACK SHORTLY! WON'T YOU COME IN AND WAIT?

YES, I CERTAINLY WILL, THANK YOU!

AND SO WILL I!

NOW THAT YOU'RE HERE, I'D LIKE YOU TO MEET ANOTHER CHARMING YOUNG LADY... SHE'S THE NIECE OF MRS. WATSON, MY NEXT-DOOR NEIGHBOR!

ANOTHER GIRL??

MORE COM-PETITION??

MARY JANE, THIS IS BETTY BRANT, AND THIS IS LIZ ALLAN! GIRLS, I'D LIKE YOU TO MEET MARY JANE WATSON!

SHE JUST DROPPED IN TO VISIT MY NEPHEW!

♪ HEL-LO, GIRLS! ♪

SHE'S A FRIEND OF PETER'S?? SHE LOOKS LIKE A SCREEN STAR!

HE'S BEEN HIDING HER FROM US?? OUR SHY, BASHFUL, STUDIOUS PETER??!

NOW, THEN, WOULD YOU GIRLS LIKE A NICE REFRESHING CUP OF TEA, OR...?

OH, EH, NO THANKS, MRS. PARKER! I REALLY HAVE TO BE GOING!

YES, SO DO I! WE'LL SEE PETER SOME *OTHER* TIME!

WELL, WAS HE *IN?* WHERE *IS* HE?

HE *WASN'T* IN, AND I DON'T KNOW *WHERE* HE IS! GOOD-*BYE*, MISS BRANT!

GOOD-BYE, MISS ALLAN!

WAIT, LIZ... DON'T GO! DON'T YOU WANNA SEE YOUR BOOKWORM BOY-FRIEND EAT CROW WHEN HE FINDS ME WAITING FOR HIM?

I DO *NOT!* I'M GOING *HOME!*

WE'D BETTER CUT OUT, TOO, FLASH! IT'S GETTING LATE!

C'MON, LET'S GET SOME-THING TO EAT!

SURE, TOMORROW'S ANOTHER DAY! YOU CAN FIND PARKER ANY TIME!

THAT'S RIGHT! WE CAN'T HANG AROUND HERE FOREVER!

HEY, WAIT...!

LET 'EM GO! THAT MILKSOP HAS TO COME BACK *SOME* TIME!... AND I'M STAYIN' TILL HE *DOES!*

ALTHOUGH IT WOULD BE MORE FUN TO PROVE HOW *YELLOW* HE IS WITH THE OTHER GUYS WATCHING!

AND SO WE AGAIN TAKE OUR LEAVE OF THE THOMPSON FAMILY'S PRIDE AND JOY, AS WE RETURN ONCE MORE TO OUR WEB-SPINNING WONDER...!

HE'S STILL COMING AFTER ME! BUT, I MANAGED TO INCREASE MY LEAD OVER HIM!

AT LEAST IT'LL GIVE ME TIME TO SLOW DOWN AND REST FOR A FEW SECONDS! *WHEW!* OL' SPIDER-STRENGTH, DON'T FAIL ME NOW!

WELL, HEL-*LO*, DERE! YOU WOULDN'T BE TRYING TO *HIDE* FROM FUN-LOVING JONAH, WOULD YOU??

OH, *BROTHER!* NOW HE'S BECOMING A *COMEDIAN!*

HE FLOATS THROUGH THE AIR WITH THE GREATEST ♫♪ OF EASE...!! ♪

YEESH! I WONDER IF *I* SOUNDED THAT CORNY WHEN THE SHOE WAS ON THE OTHER FOOT?!

WELL, I'VE *HAD* IT! IF I RUN ANY LONGER, I'LL TIRE MYSELF OUT SO MUCH THAT I WON'T BE *ABLE* TO FIGHT!

I'VE JUST *GOT* TO STOP AND MAKE A STAND NOW... NO MATTER *WHAT!*

AHH! YOU FINALLY REALIZE YOU CAN'T ESCAPE ME, EH?

IF ONLY I COULD *BOTTLE UP* THIS GLORIOUS MOMENT, AND TAKE OUT THE CORK AND RE-LIVE IT WHENEVER I WANT TO!

THE *COILS!* THEY'RE SHOOTING OUT AT ME FASTER THAN I EXPECTED!

OH *NO!!* IT HAPPENED TOO *QUICKLY!* I'M *CAUGHT!* BUT... I *CAN'T* BE!! HE CAN'T WIN SO *EASILY*.... HE *MUSTN'T*...!!

LOOK AT YOU!! THE AMAZING *SPIDER-MAN!* TRAPPED BY ORDINARY J. JONAH JAMESON, AVERAGE AMERICAN BUSINESS TYCOON!

SOME VICTORY! YOU NEEDED THE HELP OF A *ROBOT* TO DO IT!

FIE! JUST A MINOR DETAIL!!

I MUST REWARD PETER PARKER FOR CONVINCING ME TO *USE* THE DEVICE WHICH HAS DEFEATED YOU!

TO PROVE MY GRATITUDE, I'LL BE UNUSUALLY GENEROUS! I'LL ALLOW HIM TO CALL ME *JONAH* IF HE WISHES!

I'D LIKE TO REWARD PETER PARKER, ALSO!! WITH A *BRICK!* HOW COULD I HAVE BEEN SUCH A STUPID LUNK-HEAD?!!

AND NOW, *YOU*... YOU WHO HAVE TRAPPED SO MANY IN THAT COWARDLY WEB OF YOURS... YOU'RE TRAPPED *YOURSELF!* TODAY I FEEL LIKE A MAN OF *DESTINY!*

C'MON, SPIDEY! ..SNAP *OUT* IT! YOU'RE STILL *ALIVE!* THERE'S STILL HOPE! THINK OF SOMETHING! *THINK!!*

WHEN THE NEWS OF MY BRILLIANT TRIUMPH IS MADE PUBLIC, I'LL PROBABLY BE ASKED TO JOIN THE *AVENGERS!* BUT, I'LL PROVE MY MODESTY BY DECLINING!

STAND *STILL* WHEN I'M TALKING TO YOU! YOU'RE DISTRACTING ME!

IT'S *USELESS!* THE MORE I STRUGGLE, THE TIGHTER THESE COILS WRAP THEMSELVES AROUND ME!

IF ONLY I COULD *BURN* MY WAY OUT!! RATS! YOU NEVER CAN FIND A *HUMAN TORCH* WHEN YOU NEED ONE!

SAY IT, SPIDER-MAN!..SAY IT! LET ME HEAR YOU SAY YOU *SURRENDER!*

OKAY, SMYTHE! NOW THAT WE HAVE HIM TRAPPED AND HELPLESS, WHAT DO WE DO *NEXT?*

WELL, IF THE ROBOT TRIES TO BRING HIM BACK HERE, THE COILS MAY LOOSEN DURING THE TRIP, AND HE MIGHT ESCAPE!

SO WE'LL GO TO *HIM* INSTEAD! WE'LL LOCATE HIM WITH THIS PORTABLE FINDER!

DON'T GO 'WAY! WE'LL BE RIGHT THERE! >CHORTLE!<

NOW'S MY *CHANCE!* I CAN'T ESCAPE THROUGH BRUTE STRENGTH... BUT I'VE STILL GOT MY *BRAIN!* IF I CAN DETECT THE ROBOT'S *POWER SOURCE* BY TAPPING ON HIS CHEST PLATE...!

AH! THAT MUST BE *IT!*

NEXT, I'LL USE THE SUCTION POWER OF MY FINGERS... THE SAME POWER THAT ENABLES ME TO WALK ON WALLS AND CEILINGS!

I'VE GOT TO KEEP PULLING! HARDER! *HARDER!*

THERE! NOW, HERE'S WHERE MY KNOWLEDGE OF *SCIENCE* COMES IN! I'VE GOT BRIEF MINUTES TO FIGURE OUT THE OPERATION OF THIS PANEL!

LUCKY I *AM* THE BOOKWORM THAT FLASH CALLS ME!!

AND, RACING TO THE SCENE, WE FIND...

WITH THIS LITTLE GADGET ZEROED IN ON MY ROBOT, I CAN PINPOINT HIS LOCATION *EXACTLY!*

TURN RIGHT AT THE NEXT CORNER, DRIVER!

FASTER! *FASTER!* I CAN'T *WAIT!*

TURN LEFT... TURN RIGHT... BACK... FORWARD.. THEY MUST BE *NUTS!*

SECONDS LATER, THE CABBIE IS *CERTAIN* HIS FARES ARE DEMENTED, AS HE SEES...

KEEP GOING! THE ROBOT ISN'T MORE THAN THIRTY FEET AWAY!

THIS IS A DAY THE POETS WILL WRITE BALLADS ABOUT...

IN FACT, THE PRESIDENT WILL NO DOUBT PROCLAIM IT AS *J. JONAH JAMESON DAY*, TO HONOR THE MAN WHO CONQUERED THAT WEB-HEADED MENACE!

LOOK AT HIM... STRUGGLING LIKE A RAT IN A TRAP! IT'S A SIGHT TO TREASURE FOR ALL THE GOLDEN YEARS TO COME!

AND NOW, AT LAST, I'LL TEAR OFF YOUR MASK, AND FINALLY SEE... *HEY!! WHA...?* WHAT'S *THIS???*

MR. JAMESON! WHAT HAVE YOU DONE TO HIS *HEAD???*

I DIDN'T DO *ANYTHING!* HE HASN'T *GOT* A HEAD! *GULP!* WHAT AM I *SAYING?!*

WHILE ON A NARROW LEDGE, JUST ABOVE JAMESON AND SMYTHE, WE FIND---

THIS MAKES UP FOR *EVERY-THING!* IT'S WORTH LOSING MY SPIDEY COSTUME JUST TO SEE THAT DUMB LOOK OF BEWILDERMENT ON JONAH'S UGLY PAN!

I OUGHT TO *PATENT* THIS IDEA AND SELL IT! BY USING MY WEB FLUID, ANYONE CAN MAKE LIFE-LIKE *INSTANT PUPPETS!*

THIS IS MOST *ANNOYING!* I WAS *SURE* MY ROBOT WAS UNBEATABLE! OH, WELL, BACK TO THE DRAWING BOARD...!

HE MADE A FOOL OF ME *AGAIN!* I NEVER SHOULD HAVE *LISTENED* TO THAT IDIOT *PARKER!* AS FOR *YOU*, GET OUT OF HERE WITH THAT CRAZY ROBOT BEFORE I WRAP IT AROUND YOUR SCRAWNY NECK!

I WONDER IF HE KNOWS HOW BEAUTIFULLY HIS EYES GLISTEN WHEN HE GETS ANGRY?!! I'LL JUST SNAP A FEW SHOTS OF THIS TO CHUCKLE OVER IN MY OLD AGE!

AND, BACK AT AUNT MAY'S HOUSE...

I'LL COME BACK *SOME OTHER TIME!* BYE BYE, MRS. PARKER!

WOW! WHO'S *THAT* CHICK?? MAYBE *SHE* KNOWS WHERE EGGHEAD IS!

SAY, YOU..!

IF YOU'VE GOT NO BUSINESS AROUND HERE, SON, YOU'D BETTER MOVE ON! WE RECEIVED A CALL ABOUT A SUSPICIOUS-LOOKING CHARACTER HANGING AROUND!

IT MUST BE *PARKER!* HE'S PROBABLY HIDING IN THE HOUSE AND FIGURED HE'D GET RID OF ME THIS WAY!

FINALLY, A SHORT TIME LATER...

HI, AUNT MAY! SORRY I'M LATE! BOY, I'M *STARVED!*

YOU CAN HAVE SOMETHING TO EAT *LATER!* RIGHT NOW, I WANT TO HAVE A SERIOUS *TALK* WITH YOU!

WOW! IT *MUST* BE SERIOUS! YOU'RE ALWAYS TRYING TO GET ME TO EAT *MORE!* WHAT'S WRONG?

THAT, YOUNG MAN, IS WHAT I WANT *YOU* TO TELL *ME!*

WHAT DO YOU *MEAN?*

I WENT UP TO TIDY YOUR ROOM AFTER MARY JANE WENT HOME, AND...

MARY JANE?! WHAT WAS *SHE* DOING HERE?

I WANTED YOU TO *MEET* HER.. BUT, THAT CAN WAIT!

THIS IS MORE *IMPORTANT!* I HAPPENED TO *FIND* THIS BEHIND THE BOOKCASE!

MY EXTRA *SPIDER-MAN* COSTUME! I'VE GOT TO THINK OF SOMETHING *FAST!*

OH, *THAT* OL' THING! I CAN EXPLAIN THAT...!

I'M *WAITING,* PETER!

I'VE GOT TO FIND A WAY TO CLEAR MYSELF WITHOUT *LYING* TO HER...!

IT'S JUST A *DISGUISE,* AUNT MAY... I WAS GOING TO USE IT TO *FOOL* SOME PEOPLE! LOOK... YOU CAN SEE IT HASN'T EVEN BEEN WORN! IT'S BRAND NEW! I'VE NEVER EVEN HAD IT *ON!*

GOSH, I CAN'T BELIEVE YOU SUSPECT *ME* OF BEING SPIDER-MAN! LOOK UNDER MY COAT SLEEVES... NO COSTUME! NOW, WOULD *HE* EVER GO OUT WITHOUT IT?

PETER PARKER! YOU SILLY BOY!! OF *COURSE* YOU'RE NOT SPIDER-MAN!

SO FAR I HAVEN'T ACTUALLY TOLD AN UN-TRUTH!

BUT, I DON'T WANT YOU WEARING THAT SILLY COSTUME TO ANY PARTIES... IT MIGHT GET YOU IN *TROUBLE!* SO, I'LL JUST TAKE IT *WITH* ME! AND THERE'S A CAKE FOR YOU IN THE KITCHEN!

SHE'S *GONE!* *BOY,* WHAT A CLOSE SHAVE!

SHE MUST *NEVER* DISCOVER MY SECRET! AT HER AGE, THE SHOCK COULD BE FATAL!

BUT, I'M IN THE CLEAR AGAIN... FOR NOW! ALL IN ALL, THINGS DIDN'T WORK OUT *TOO* BADLY!.. EXCEPT THAT I'VE BECOME A SUPER-HERO WITHOUT A *COSTUME!*

WHAT IF I HAVE TO BECOME *SPIDEY* AGAIN, SOON?

OH, WELL, I'LL WORRY ABOUT *THAT* WHEN THE TIME COMES!

AND, UNLESS WE MISS OUR GUESS, THAT TIME IS COMING SOONER THAN PETER THINKS! BUT, YOU'LL LEARN ABOUT IT FOR YOURSELF WHEN YOU READ OUR SENSATIONAL NEXT ISSUE... DON'T MISS IT! IT'S *YOUR* KIND OF YARN!

MARVEL COMICS GROUP 12¢

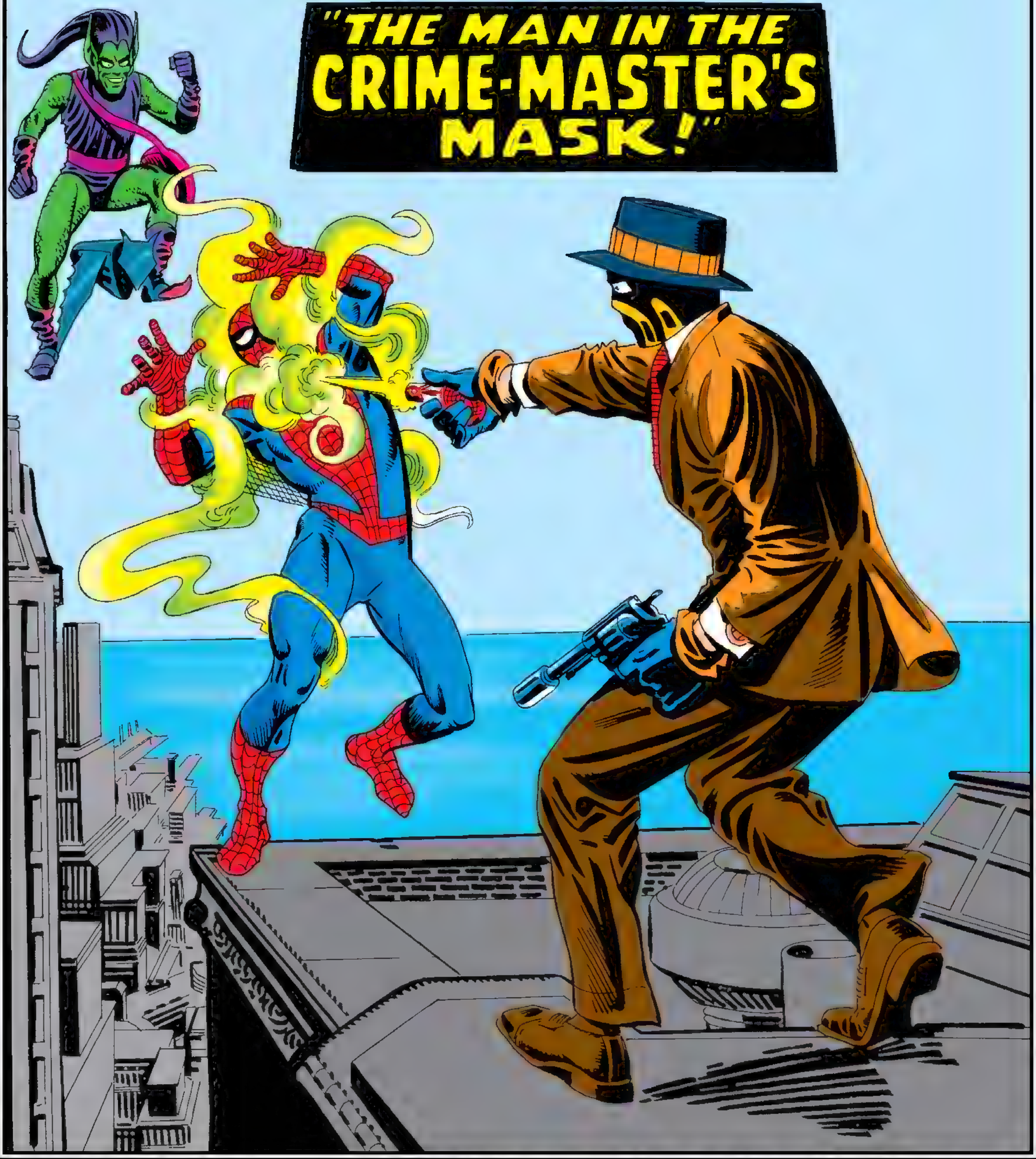
the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

IND.

26 JULY

"THE MAN IN THE CRIME-MASTER'S MASK!"



SPIDER-MAN

THE MYSTERY OF "THE MAN IN The CRIME-MASTER'S MASK!"

BOTH THE *CRIME-MASTER* AND THE *GREEN GOBLIN* KNOW EACH OTHER'S TRUE IDENTITIES!!

But...

WHAT STRANGE SECRET IS KNOWN *ONLY* TO *FREDERICK FOSWELL* ??

CAN *SPIDER-MAN* SOLVE THIS DARK RIDDLE, CLOAKED WITHIN A GRIM PUZZLE, HIDDEN BENEATH THE SHADOWS OF A *DEADLY ENIGMA??*

STEALTHILY SCRIPTED BY.... *STAN LEE*
PAINSTAKINGLY PLOTTED AND DRAWN BY... *STEVE DITKO*
LOVINGLY LETTERED BY... *S. ROSEN*

WITH THE COMING OF NIGHT, A SILENT TEEN-AGER FURTIVELY OPENS HIS BEDROOM DOOR...

NOW IS MY CHANCE TO FIND THE COSTUME AUNT MAY TOOK FROM ME!*

*AS SHOWN IN *SPIDER-MAN* #25 ... STAN.

I CAN TELL BY HER STEADY BREATHING THAT SHE'S SOUND ASLEEP!

SO FAR, SO GOOD!

IT'S NOT HERE IN THE TRASH CAN, SO SHE COULDN'T HAVE THROWN IT AWAY YET!

IT MUST STILL BE SOMEWHERE IN THE HOUSE!

I'VE TRIED EVERY CLOSET AND CUPBOARD! THERE ISN'T A SIGN OF IT! PERHAPS, IN THE ATTIC...

NOPE! NOT HERE, EITHER!

THE ONLY PLACE LEFT TO LOOK IS IN HER OWN ROOM! BUT I CAN'T GO IN THERE TILL THE MORNING!

WHAT A PICKLE TO BE IN! A *SPIDER-MAN* WITHOUT HIS COSTUME IS LIKE A BEATLE WITHOUT HIS HAIR! IT COULD ONLY HAPPEN TO *ME!*

I WISH I KNEW WHAT JONAH JAMESON DID WITH MY OTHER COSTUME!? THE ONE I TRICKED HIM WITH ON THAT ROOFTOP! OH, WELL, I'LL WORRY ABOUT IT TOMORROW!

BUT, THERE ARE STILL *MORE* WORRIES IN STORE FOR THE SLEEPING PETER PARKER! FOR, AT THAT VERY MOMENT, UNDER COVER OF DARKNESS, A MYSTERIOUS *MEETING* IS TAKING PLACE...

YOU *CAN'T* BACK OUT NOW! WE AGREED THAT I'D HELP YOU TAKE OVER THE UNDERWORLD! THEN, WITH THE *GREEN GOBLIN'S* BRAINS, AND YOUR KNOWLEDGE OF THE RACKETS, NOTHING COULD STOP US!

FORGET IT! I DECIDED I DON'T *NEED* YOU! I'M THE *CRIME-MASTER!* I CAN DO IT *ALONE!*

BUT I REVEALED MY *TRUE IDENTITY* TO YOU AS PART OF THE DEAL! IF YOU THINK I'LL LET YOU GET AWAY WITH ...!

THERE'S NOTHING YOU CAN *DO!* TRY TO *STOP* ME, AND I'LL SEE TO IT THAT THE *WORLD* KNOWS WHO YOU REALLY ARE! NOW GET LOST! I'VE GOT THINGS TO DO!

UNLESS YOU'RE WILLING TO TAKE *ORDERS* FROM ME! I CAN ALWAYS USE ANOTHER *FLUNKY!* HOW ABOUT IT, GOBLIN?

YOU'VE **OUT-SMARTED** YOURSELF THIS TIME! REMEMBER, **I** KNOW WHO **YOU** ARE, TOO! SO YOU HAVEN'T HEARD THE **LAST** OF ME!

HE'S BLUFFING! HE CAN'T EXPOSE **ME** ANY MORE THAN I CAN EXPOSE **HIM**! IT'S A **STALEMATE!**

LATER, AT THE HIDEOUT OF ONE OF THE CITY'S MANY UNDERWORLD MOBS ...

SINCE THE POLICE HAVE HAD THE HEAT ON US, WE HAVEN'T BEEN ABLE TO PULL A CAPER FOR WEEKS!

AND AS IF **THAT** AIN'T BAD ENOUGH, WE NEVER KNOW WHEN **SPIDER-MAN** WILL SNARE US IN THAT BLASTED **WEB** OF HIS!

WELL, **ONE** THING'S FOR SURE... WE'VE GOT TO PULL A JOB SOON, OR DISBAND!

AHH, I'M JUST IN TIME!

THIS IS THE PERFECT TIME TO LEAVE MY CALLING CARD... NOW, WHILE THEY'RE CONFUSED AND DISSATISFIED!

HEY! LOOK OUT! THERE'S SOMEONE AT THE WINDOW!

HE'S **THROWIN'** SOMETHING!! **DUCK!!** IT'S A **BOMB!!**

NO... HOLD IT! IT BROKE OPEN! THERE'S NOTHING INSIDE BUT A **NOTE!**

GIMME! I'LL READ IT! "THIS IS YOUR FIRST AND LAST NOTICE! FROM NOW ON **I'M** TAKING OVER THE RACKETS! DEFY ME, AND IT WILL NOT BE A FALSE ALARM NEXT TIME!" IT'S SIGNED... THE CRIME-MASTER!

THE **CRIME-MASTER?!** ??!!

IT WENT AS SMOOTH AS CLOCKWORK! BUT, THAT WAS ONLY THE BEGINNING! BEFORE I'M DONE, THE ENTIRE UNDERWORLD WILL TREMBLE AT THE MERE MENTION OF THE NAME **CRIME-MASTER!**

MINUTES LATER, IN A ROOM ABOVE A PARKED AUTOMOBILE WHICH THE CRIME-MASTER HAS JUST WALKED AWAY FROM...

WHO IN BLAZES CAN BE PHONING ME NOW?

BRRINGG!

DON'T SAY A WORD! LOOK OUT YOUR WINDOW AT YOUR *CAR* WHICH IS DOWNSTAIRS! KEEP WATCHING IT!

WHOOM!

IT *BLEW UP!* SAY, WHO DO YA THINK..?!

QUIET! THIS IS THE *CRIME-MASTER!* I'M TAKING OVER FROM NOW ON!

THE *CRIME-MASTER!!?*

WITHIN HOURS, GANG LEADERS ALL OVER THE CITY ARE CONTACTED BY THE MASKED MYSTERY MAN WHOSE NAME BEGINS TO FILL THEM WITH A STRANGE APPREHENSION...

HE MUST BE SOME KINDA HOTSHOT IF HE DARES TO CHALLENGE *ALL* OF US AT ONCE!

THE *CRIME-MASTER!* WHO KNOWS? MAYBE HE'S JUST WHAT WE *NEED!*

NAH! I SAY WE SHOULD *FIGHT* 'IM! NOBODY'S TAKIN' OVER *MY* MOB!

HOW DID HE KNOW WHERE TO CONTACT US? HOW'D HE KNOW WHO WE ALL *ARE?* HE MUST HAVE THE *GOODS* ON US!

ME, I DON'T LIKE IT!

HE MUST BE SOME-ONE FROM THE RACKETS! HE COULD EVEN BE ONE OF *US!* BUT, HE'S *DANGEROUS!* HE KNOWS TOO MUCH!

THEN, JUST BEFORE DAWN BREAKS OVER THE SPRAWLING METROPOLIS...

THERE IS NOTHING MORE FOR ME TO DO TONIGHT! I'LL CLOSE THE WINDOW AND PULL DOWN THE BLINDS NOW!

THE GAME I'M PLAYING IS A DANGEROUS ONE! ONE ERROR... ONE MISCALCULATION... COULD MEAN MY VERY LIFE! BUT, I CAN'T BACK OUT NOW!

I'LL SWITCH ON THE LIGHT AND CHANGE CLOTHES!

MY SPECIAL "WORKING CLOTHES" SHOULD BE SAFE ENOUGH HERE IN THIS HOLLOWED-OUT PORTION OF MY BEDROOM CLOSET!

AND NOW IT'S TIME FOR *FREDERICK FOSWELL* TO RETURN TO HIS JOB AS NEWS REPORTER FOR J. JONAH JAMESON'S "DAILY BUGLE"!

OKAY, NOW THAT EVERYTHING'S THOROUGHLY CONFUSED, LET'S RETURN TO PETER PARKER'S HOUSE AND START PICKING UP THE PIECES...

MAYBE IF I BRING THE CONVER-SATION AROUND TO MY COSTUME, AUNT MAY WILL MENTION WHAT SHE *DID* WITH IT...!

I GUESS IT *WAS* SILLY OF ME TO TRY TO WEAR A SPIDER-MAN COSTUME TO THAT PARTY, AUNT MAY! OH, BY THE WAY, WHERE DID YOU...?

LET'S NOT DISCUSS IT ANY MORE, PETER DEAR! WE'LL CONSIDER THE MATTER FINISHED!

JUST MY LUCK! SHE THINKS SHE'S BEING *NICE* TO ME, BUT NOW I'LL NEVER BE ABLE TO GET MY HANDS ON THAT OUTFIT AGAIN!

WELL, THERE'S STILL THE *OTHER* SPIDEY COSTUME WHICH JONAH JAMESON HAD! I HOPE I CAN GET *THAT* ONE FROM *HIM!*

SEE YOU LATER, AUNT MAY! I'M GOING TO RUN OVER TO THE DAILY BUGLE FOR A WHILE!

ALL RIGHT, DEAR! HAVE A NICE DAY... AND COME HOME BY BUS IF IT RAINS!

NOT LONG AFTERWARDS, WE FIND...

WELL, WELL! HELLO, PETER! HAVE YOU ANY NEW PLANS TO CATCH SPIDER-MAN TODAY??

UH-OH! SHE'S STILL ANGRY BECAUSE SHE THINKS I HELPED JONAH IN HIS FIGHT WITH SPIDEY!*

AW, C'MON, BETTY! HOW LONG ARE YOU GONNA HOLD A GRUDGE?

*SPIDER-MAN #25.. STAN.

I AM *NOT* HOLDING A GRUDGE! AFTER ALL, IF YOU WANT TO BE PALSY-WALSY WITH JONAH JAMESON, THAT'S *YOUR* BUSINESS!

AW, *RATS!* FIRST YOU WRITE LETTERS TO NED LEEDS BECAUSE YOU FEEL SORRY FOR HIM! THEN, YOU WORRY ABOUT SPIDER-MAN! HOW ABOUT HAVING A GOOD WORD FOR *PETER PARKER!?*

YOU MEAN THE PETER PARKER WHO'S BEEN DATING *LIZ ALLAN??* AND WHO HAS *ANOTHER* GIRL FRIEND WHOM HE'S NEVER EVEN *MENTIONED* TO ME? NAMELY *MARY JANE WATSON!!*

BUT, I DON'T EVEN *KNOW* MARY JANE WATSON!

REALLY? THEN HOW COME YOUR AUNT MAY *INTRODUCED* ME TO HER WHEN I WAS AT YOUR HOUSE LAST TIME? IT WASN'T BAD *ENOUGH* TO FIND LIZ ALLAN COMING TO SEE YOU, *ALSO!* HOW MANY *MORE* GIRL FRIENDS DO YOU HAVE ??

LOOK! I CAN'T HELP IT IF MY AUNT HAS BEEN TRYING TO GET ME TO DATE MARY JANE! I NEVER EVEN *SAW* HER!

OH, *NO?* WELL, YOU OUGHT TO OPEN UP YOUR *EYES*, CASANOVA! SHE'S VERY HARD TO *MISS* SEEING!

AND, ANOTHER THING...!

BOY! THE ONLY THING WORSE THAN A HOT-TEMPERED FEMALE IS A *JEALOUS* HOT-TEMPERED FEMALE!

WHAT IN SAM HILL IS ALL THE *RACKET* OUT HERE?!

OH, BROTHER! IT'S *JONAH!*

GET BACK TO WORK, MISS BRANT!

AND, PARKER, THIS IS AN OFFICE, NOT AN ARENA! IF YOU HAVEN'T ANY PHOTOS TO SELL ME, GO DO YOUR SHOUTING ON SOME STREET CORNER!

YEESH! I SURE BLEW THAT BIT! I'LL NEVER GET MY SPIDER-MAN COSTUME BACK FROM JOLLY JONAH NOW!

FOSWELL! COME IN HERE WITH YOUR FILE ON THE GREEN GOBLIN AND THE CRIME-MASTER! I WANT YOU TO DO A FEATURE STORY ON THEM FOR THE SUNDAY SUPPLEMENT!

YES SIR, MR. JAMESON!

HMM, MAYBE THIS VISIT WON'T BE A TOTAL LOSS, AFTER ALL! THIS IS MY CHANCE TO GET ANOTHER LINE ON FOSWELL!

EVEN THOUGH EVERYONE THINKS HE'S GONE STRAIGHT SINCE HE SERVED TIME FOR BEING A RACKET LEADER, I STILL DON'T TRUST HIM ANY FURTHER THAN AUNT MAY COULD THROW HIM!

SO FAR THERE'S NO DEFINITE TIE-IN BETWEEN THE GOBLIN AND THAT NUT WHO CALLS HIMSELF THE CRIME-MASTER, BUT KEEP DIGGING AWAY!

I WILL!

I'LL JUST SLIP MY LITTLE ELECTRONIC TRACER GIZMO INTO FOSWELL'S HATBAND!

THEN, IF I EVER GET A CHANCE TO BECOME SPIDER-MAN AGAIN, I'LL BE ABLE TO PICK UP HIS TRAIL FROM TIME TO TIME!

BUT, UNTIL I MANAGE TO GET MYSELF ANOTHER SPIDEY COSTUME, THERE'S NOT MUCH OF ANYTHING, I CAN DO... EXCEPT WORRY!

AND SPEAKING OF WORRIES, A FEW MINUTES LATER...

WELL, WELL! LOOK WHO'S HERE! OL' PUNY PARKER FINALLY GOT TIRED OF TRYING TO HIDE FROM ME!

GET OFF MY BACK, LOUDMOUTH! I'M IN NO MOOD FOR YOUR MUSCLEBOUND MIRTH TODAY! AND THE SAME GOES FOR YOUR GANG OF GRINNING HYENAS!

HEY! WHO ARE YOU CALLIN' HYENAS?

LOOK IN THE MIRROR AND YOU'LL FIND OUT!

HOW ABOUT THAT? HE'S A REGULAR BOB HOPE TODAY!

YEAH! AND HE'S LIABLE TO BE A REGULAR HOSPITAL CASE TOMORROW IF HE DOESN'T CLAM UP!

HEY, IT LOOKS LIKE THE MOUSE IS TRYIN' TO TURN INTO A LION, HUH, FLASH?

OKAY, YOU BRAINLESS BABOONS! YOU'VE LAUGHED AT ME FOR THE LAST TIME...!

AND, AS LUCK WOULD HAVE IT, THE PRINCIPAL TURNS TOWARDS THE WINDOW AT THAT VERY MOMENT, AND SEES ...

I'D NEVER HAVE *BELIEVED* IT! PETER PARKER DELIBERATELY ATTACKED THAT GROUP OF BOYS!

WHAT COULD HAVE COME OVER HIM!?

BUT SUDDENLY, A SHARP FEMALE VOICE RINGS OUT, AS PETER PARKER'S RAGE FADES AWAY BEFORE HE CAN FULLY APPLY HIS AWESOME SPIDER STRENGTH!

STOP IT! *STOP IT*, I SAY!

HOLY SMOKE! WHAT AM I *DOING*?? ANOTHER MINUTE, AND I'D HAVE EXPOSED MYSELF AS *SPIDER-MAN!*

STAY *OUT* OF THIS, LIZ! I'M SICK OF YOU ALWAYS PROTECTING THAT MILK-SOP!

PROTECTING HIM? IT LOOKED TO ME LIKE HE WAS DOING *FINE*, AGAINST ALL YOU BULLIES!

IT'S LUCKY LIZ CAME BY WHEN SHE DID! LUCKY FOR *THEM*, THAT IS!

IT'S OKAY, LIZ! DON'T WORRY ABOUT *ME!* THAT BIRDBRAIN DOESN'T SCARE ME!

I *KNEW* IT! YOU'VE BECOME AS BAD AS *FLASH* IS! AND I THOUGHT YOU WERE *DIFFERENT!*

HE *WILL* BE, WHEN *I'M* THROUGH WITH HIM!

I'M THROUGH WITH *BOTH* OF YOU! I NEVER WANT TO SEE EITHER OF YOU AGAIN!

DON'T WORRY, LIZ! I'LL FIX IT SO YOU *WON'T* SEE PARKER ANY MORE!

FIRST BETTY IS MAD AT ME, AND NOW *LIZ!* WHAT A DON JUAN *I* AM!

HEY, PARKER! THE *PRINCIPAL* WANTS TO SEE YOU ... ON THE *DOUBLE!* YOU'RE *IN* FOR IT *NOW!*

BOY! MR. DAVIS MUST HAVE SEEN PARKER SWINGING AT *US!* HE THINKS *HE* STARTED IT!

THAT MEANS *WE'RE* IN THE CLEAR! DAVIS MAY EVEN *EXPEL* HIM!

HAH! WHAT A CRYIN' SHAME! WE SURE WILL *MISS* PUNY PARKER AROUND HERE!

WHERE YOU *GOIN'*, FLASH?

I'LL SEE IF I CAN FIND LIZ! I'LL TURN ON THE OL' *CHARM* FOR HER!

A FEW MINUTES LATER ...

I COULDN'T HELP OVERHEARING OUTSIDE THE DOOR! PARKER TOOK THE WHOLE RESPONSIBILITY FOR HIMSELF! HE DIDN'T EVEN TRY TO BLAME ANY OF *US!*

I'LL LET YOU KNOW MY DECISION LATER, PARKER!

IT WAS MY FAULT! I SHOULD HAVE KNOWN BETTER!

BUT, NO SOONER HAS PETER LEFT, WHEN..

MR. DAVIS, I THINK YOU BETTER HEAR THE WHOLE STORY OF WHAT HAPPENED... PARKER REALLY WASN'T TO BLAME...

I'M GLAD TO HEAR YOU SAY THAT, MY BOY! COME IN... WE'LL HAVE A TALK!

BUT, ONCE AGAIN OUR SCENE CHANGES, AS WE SEE THE REAPPEARANCE OF A NOW-FAMILIAR FIGURE...

LOOK OUT, YOU GUYS! IT'S THE *CRIME-MASTER!*

YOU DARED TO OPENLY DEFY MY WARNING, AND SO I'LL NOW MAKE AN *EXAMPLE* OF YOU FOR THE *OTHER* GANGS!

HE WINGED THE *BOSS!* WE HAVEN'T A CHANCE! HE'S A *CRACK SHOT!*

NONE OF YOU HAVE THE BRAINS, OR THE SKILL, OR THE NERVE TO STOP ME! AND NOW, I'LL GIVE YOU ONE LAST CHANCE! WILL YOU ACCEPT *ME* AS THE KINGPIN OF THE CITY'S GANG'S, OR...?

YEAH... *SURE!* SURE! ANYTHING YOU SAY, CRIME-MASTER!

THAT'S MORE LIKE IT!

NOW, WITH *YOU* UNDER MY THUMB, THE OTHERS WILL ALL FALL INTO LINE!

AND, ACROSS TOWN, IN THE CITY'S MOST EXCLUSIVE MEN'S CLUB...

JAMESON, HOW CAN YOU AFFORD TO SPEND SO MUCH TIME AWAY FROM YOUR NEWSPAPER, WHEN THERE'S SO MUCH CRIME ACTIVITY IN THE HEADLINES?

DON'T FORGET, AS THE LARGEST NEWSPAPER PUBLISHER IN TOWN, I HAVE ALL SORTS OF INSIDE INFORMATION! THE EVENTS TAKING PLACE IN THE UNDERWORLD ARE ALL BEING CAREFULLY COVERED BY MY STAFF!

TELL ME SOMETHING, J.J....DO *YOU* HAVE ANY IDEA WHO THE *GREEN GOBLIN* IS?

HOW ABOUT THE *CRIME-MASTER?* ARE THEY THE SAME MAN? EVERYBODY'S TRYING TO GUESS!

SORRY, GENTLEMEN! I CANNOT REVEAL THE INSIDE STORY YET! BUT "KEEP READING "THE BUGLE"! I'LL HAVE A BIG *EXPOSÉ* SOON!

ONE OF YOUR REPORTERS IS THIS FELLOW *FOSWELL,* WHO USED TO BE A BIG TIME CRIMINAL HIMSELF! IS IT WISE FOR YOU TO EMPLOY SUCH A NOTORIOUS CHARACTER?

I THINK YOU DESERVE *CREDIT* FOR GIVING AN EX-CONVICT A SECOND CHANCE!

YOU KNOW WHAT THEY SAY ABOUT ME, GENTLEMEN... I'M ALL *HEART!* AND BESIDES, FOSWELL WORKS LIKE A DOG!

BUT NOW, BEFORE YOU START THINKING THE NAME OF OUR MAGAZINE SHOULD BE CHANGED TO "THE LIFE OF JONAH JAMESON", LET'S RETURN TO OUR SWINGIN' TEEN-AGE HERO...!

SAY! WHY DIDN'T I THINK OF THIS *BEFORE*? THAT'S JUST WHAT I NEED... IN THE WINDOW OF THIS *COSTUME SHOP!*

YOU SAY YOU'RE INTERESTED IN THAT *SPIDER-MAN* OUTFIT? I CAN LET YOU HAVE IT CHEAP! THERE'S NOT MUCH CALL FOR IT LATELY!

BUT, IF YOU WANT SOMETHING *REALLY* POPULAR, WHY DON'T YOU TAKE THAT *FRANKENSTEIN* SUIT? THEY'RE SELLING LIKE HOTCAKES!

HOTCAKES I CAN GET IN A *RESTAURANT!*

OKAY, SON... SUIT YOURSELF! ...NO PUN INTENDED! SHALL I WRAP IT UP, OR WILL YOU WEAR IT OUT?

WRAP IT UP! I WANT TO GIVE IT TO MY DEN MOTHER AS A HOUSE-WARMING GIFT!

MINUTES LATER, THE GLIB-TONGUED ADVENTURER CHANGES INTO HIS NEW COSTUME ON A LONELY ROOFTOP...

LUCKILY THEY MAKE THESE THINGS OUT OF THOSE NEW STRETCH FABRICS NOWADAYS, SO ONE SIZE FITS ALMOST ANYBODY!

AND NOW, AT LAST I CAN PICK UP THE SIGNALS FROM MY LITTLE GIZMO AND INVESTIGATE FREDERICK FOSWELL!

WOW-EEE! IT SURE FEELS GOOD TO BE BACK IN ACTION AGAIN! I FEEL LIKE AN *EAGLE* WHO'S BEEN LET OUT OF A CAGE!

I MIGHT AS WELL *FACE* IT... BEING *SPIDER-MAN* IS JUST PLAIN *HABIT-FORMING!* IT'S LIKE GOING OUT WITH GIRLS!.. I CAN'T GIVE IT UP!

BUT THEN...

UH-OH! IT LOOKS LIKE THEY PUT TOO MUCH *STRETCH* IN THESE STRETCH-FABRICS! I'M STARTING TO COME *APART!*

THAT'S WHAT I GET FOR BEING THE ONLY SUPER-HERO IN TOWN WHO'S NUTTY ENOUGH TO RUN AROUND IN A SECOND-HAND COSTUME!

WELL, I'LL JUST USE SOME OF MY *WEBBING* TO HOLD THE BLAMED THING IN PLACE!

THERE! THAT OUGHTTA DO IT!

MINUTES LATER, TWO COLORFUL FIGURES PASS EACH OTHER IN THE NIGHT, NEITHER REALIZING HOW CLOSE HE IS TO THE OTHER...

AND FINALLY...

THIS IS WHERE MY GIZMO'S SIGNAL IS COMING FROM! FOSWELL MUST BE SOMEWHERE IN THAT APARTMENT!

AND YET, THERE'S NO SIGN OF LIFE! I'D BETTER INVESTIGATE!

THERE'S HIS HAT... AND THE REST OF HIS CLOTHES, BUT NO FOSWELL! THE PLACE IS *EMPTY*! I'D BETTER LOOK AROUND WHILE I HAVE THE CHANCE!

BUT, AT THAT MOMENT, *ANOTHER* FORM APPROACHES THE APARTMENT, FROM A DIFFERENT DIRECTION...

THERE'S A *LIGHT* ON INSIDE! SOMEONE IS *IN* THERE!

SO LONG AS HE LIVES, HE'LL BE A CONSTANT *THREAT* TO ME! UNLESS...

UNLESS I *ELIMINATE* HIM!

HMM, I WONDER... DID FOSWELL CHANGE HIS CLOTHES BECAUSE HE KNEW MY ELECTRONIC TRACER GIZMO WAS HIDDEN IN HIS HAT? OR, WAS THERE *ANOTHER* REASON??

WAIT A MINUTE! MY *SPIDER-SENSE* IS TINGLING! DANGER IS NEAR... *VERY* NEAR!!

THWOK!

WHEW! IF NOT FOR MY SPIDER SENSE, I'D BE WEARING A VERY DRAFTY COSTUME RIGHT NOW!

WHOEVER FIRED THAT FIRST SHOT IS PROBABLY STILL AROUND! I MIGHT AS WELL BE A MOVING TARGET!

NO MATTER HOW FAST YOU MOVE, MY BULLETS CAN GO FASTER!

THWOK!

HE'S NOT KIDDING! THAT ONE MISSED BY A WEB HAIR!

HE'S WEARING A MASK... AND IT'S MUFFLING HIS VOICE! I CAN'T RECOGNIZE IT!

LET'S SEE NOW... HE'S NOT THE GREEN GOBLIN, AND HE'S NOT ANYONE I KNOW... SO THAT LEAVES THE CRIME-MASTER! IT MUST BE HIM!

I DON'T KNOW MUCH ABOUT HIM, BUT ONE THING I'M SURE OF... HE'S GOT A REAL NASTY DISPOSITION!

THWOK!

WHILE I'M SAFE BEHIND THIS WATER TOWER, I'LL JUST SHOOT MY WEBBING AT HIM, AND... RATS!

MY LUCK'S RUNNING TRUE TO FORM! HE'S SAFELY SHIELDED UNDER THAT STEEL COVER!

THWOK!

EACH SHOT IS GETTING CLOSER... BUT I'VE BEEN *COUNTING* THEM! HE'S ONLY GOT *ONE MORE!* IF I CAN JUST DODGE *THAT* ONE, TOO...!

THWOK!

I *DID* IT! THAT'S SHOT NUMBER *SIX!* HIS GUN'S *EMPTY* NOW!

PWINNNG!

WHY SO *SURPRISED,* SWEETIE? YOU DIDN'T EXPECT ME TO LET YOU RELOAD, DID YOU?

THE SIGHT OF *SPIDER-MAN* CHARGING IN RAGE MAY TERRIFY *OTHERS,* BUT NOT THE *CRIME-MASTER!*

I'LL BE DARNED IF HE DOESN'T SOUND AS THOUGH HE *MEANS* THAT! I WONDER WHAT HE'S GOT UP HIS SLEEVE!?

AND, THE COSTUMED CRUSADER RECEIVES HIS ANSWER IN THE NEXT SPLIT-SECOND...!

GAS!

WHOOSH!

THE FUMES ARE CLINGING TO MY HEADPIECE... CHOKING ME! I'VE GOT TO GET IT OFF... NEED AIR... *AIR!!*

YOU DIDN'T THINK THE *CRIME-MASTER* WOULD BE AN EASY CONQUEST, DID YOU?

PUNCHING HIM IS LIKE PUNCHING A STONE WALL! HIS BODY IS A MASS OF LITHE, SINEWY *MUSCLES!*

PERHAPS I CAN'T *HURT* HIM, BUT IF I CAN JUST KEEP FORCING HIM BACK... BACK TO THE ROOF'S EDGE ...!

THE GAS IS *NUMBING* ME! MY REFLEXES ARE SLOWER ...GETTING GROGGY..!

I'VE GOT HIM WHERE I WANT HIM! ONE MORE PUNCH WILL DO THE TRICK!

HIS BLOWS AREN'T HURTING ME... BUT IF I DON'T GET THIS HEADPIECE OFF SOON ...I..I'LL *SUFFOCATE!*

I *DID* IT! I'VE DEFEATED *SPIDER-MAN!!*

UHHH...!

BUT, EVEN AS HE FALLS, THE AMAZING TEEN-AGER MAKES ONE LAST, DESPERATE EFFORT, AND...

I *DID* IT! I CAN *BREATHE* AGAIN!

WHILE, ON THE ROOFTOP, THE *CRIME-MASTER* TRIUMPHANTLY TURNS AWAY...!

SPIDER-MAN WILL NEVER BOTHER ME... OR ANYONE... EVER AGAIN! AND NOW, I HAVE OTHER MATTERS TO ATTEND TO...!

BUT WITH HIS HEAD NOW CLEARED, AND HIS LIGHTNING-FAST REFLEXES OPERATIONAL AGAIN, SPIDEY INSTANTLY REALIZES HIS GRAVE DANGER ...!

FALLING!! ABOUT TO HIT THE GROUND!!

MY *WEBBING!* I'LL SHOOT IT OUT... *FAST!*

IT'S GOT TO HOLD! IT'S *GOT* TO!

IT *DID* IT!! I'M *SAFE!!*

MAN! THAT WAS A CLOSE ONE! I'LL JUST STAY HERE FOR A MINUTE WHILE I CLEAR ALL THE GAS OUT OF MY LUNGS!

BUT THEN, WHEN THE FIGHTING-MAD SPIDER-MAN RETURNS TO THE ROOFTOP AGAIN ...

HE'S *GONE!* I'VE *LOST* HIM!

WELL, I'LL USE THESE FEW MINUTES TO WEB-UP AGAIN! IT COULD HAVE BEEN FOSWELL HIMSELF! HE MIGHT HAVE BEEN RETURNING TO HIS ROOM, AND THEN HE *SAW* ME AND DECIDED TO FINISH ME OFF!

BUT NOW I'VE NO WAY TO BE *SURE!*

NO TRACE OF HIM ANYWHERE AROUND HERE! I'D BETTER PAY A VISIT TO THE "DAILY BUGLE" AGAIN!... HE MIGHT HAVE RETURNED TO HIS JOB THERE!

MINUTES LATER...

STILL NO SIGN OF HIM! BUT THERE'S *BETTY*... PROBABLY READING ANOTHER LETTER FROM THAT BLAMED NED LEEDS!

WELL, I'VE NO TIME TO WORRY ABOUT BETTY'S PEN PALS RIGHT NOW!

HMM, JAMESON'S OFFICE IS EMPTY, TOO! THIS IS A GOOD TIME FOR ME TO SCOUT AROUND FOR MY AUTHENTIC SPIDER-MAN COSTUME!

BUT, AFTER A BRIEF THOUGH PAINS-TAKING SEARCH...

IT'S NOT HERE! NOTHING BUT A MILLION CLIPPINGS ABOUT THE GREEN GOBLIN, THE CRIME-MASTER, AND THAT LITTLE OL' SPIDER-MAN... *ME!*

OH, WELL, IT'S NICE TO KNOW I STILL RATE AMONG THE BIG THREE!

I WONDER WHAT JAMESON *DID* WITH MY COSTUME? HE MIGHT HAVE... UH-OH! SPEAK OF THE DEVIL.../

RESERVE A TABLE FOR ME AT MY CLUB FOR DINNER, MISS BRANT!

HI, CHEERFUL CHARLIE! YOU WENT TO SO MUCH TROUBLE TO FIND ME LAST TIME WE MET, THAT I THOUGHT I'D RETURN THE FAVOR NOW!

SPIDER-MAN!

THE NAME SOUNDS LIKE *MUSIC* WHEN YOU SAY IT!

OKAY, IF YOU CAME IN TO GLOAT OVER BEATING ME LAST TIME, HAVE YOUR FUN AND THEN GET LOST! I'VE GOT WORK TO DO!

AWWW! DON'T GO 'WAY MAD! ARE YOU STILL SULKING BECAUSE YOU TRIED TO CAPTURE *ME*, AND ONLY WOUND UP WITH MY *COSTUME*!?

DON'T GET COZY WITH *ME*, MASKED MAN! IF YOUR *COSTUME* IS WHAT YOU CAME FOR, THAT CRACKPOT *SMYTHE* HAS IT! YOU CAN GET IT FROM *HIM*!

SMYTHE! HE'S THE ONE WHO BUILT THE ROBOT WITH WHICH JONAH TRIED TO DEFEAT ME! THAT'S *GREAT*... I KNOW WHERE TO FIND HIM!

WELL, I'LL BE LEAVING NOW, J.J.! YOU'RE JUST NOT THE CHEERFUL LITTLE FUN PERSON THAT YOU USED TO BE!

AND, MORE IMPORTANT, THIS DRATTED *MASK* KEEPS POPPING OUT!

POOR JONAH! I THINK HE'S JUST ABOUT GIVEN UP ON ME! I DON'T KNOW WHETHER TO BE HAPPY OR SAD!

MMM, I'D BETTER SEAL THE MASK WITH SOME STICKY WEBBING FLUID!

AT LEAST I KNOW IT'LL STAY ON UNTIL THE WEB EVAPORATES!

IT'S STILL EARLY, SO I MIGHT AS WELL RETURN TO FOSWELL'S PLACE! I'LL GIVE IT ANOTHER THOROUGH GOING OVER!

BUT, AFTER LONG MINUTES OF INTENSIVE SEARCHING ...

I SHOULD HAVE KNOWN HE'D BE TOO CLEVER TO LEAVE ANYTHING AROUND THAT MIGHT INCRIMINATE HIM!

SAY! WHAT'S *THIS* LITTLE ITEM, THOUGH..?

AT FIRST GLANCE, IT SEEMS INNOCENT ENOUGH ... BUT WHY WOULD ANYONE MARK OFF A SMALL SECTION OF THE WATERFRONT ON THIS CALENDAR SCENE?

I'D JUST BETTER PAY A LITTLE *VISIT* TO THAT AREA!

BUT, AT THAT VERY SAME TIME, LONG BEFORE SPIDEY CAN REACH THE SPOT, A SECRET MEETING OF THE UNDERWORLD'S LEADERS IS IN SESSION ...

OKAY THEN, WE'RE ALL AGREED ON WHAT TO DO!

YEAH! WE'LL SEND ONE OF US TO MEET WITH THE *CRIME-MASTER* AND HEAR HIS PROPOSITION!

I'LL GO! I GOT A HUNCH WE'LL BE BETTER OFF IF WE *DO* LET HIM LEAD US!

AND SO, MINUTES LATER, AT A PREARRANGED MEETING PLACE ...

YOU MADE A SMART MOVE, DECIDING TO THROW IN WITH ME! YOU'LL ALL BE GLAD YOU DID!

NOW GO BACK AND TELL THE OTHERS TO MEET ME AT THE WATERFRONT, AT THE DESERTED PIER IN THE WEST FORTIES!

OKAY, CRIME-MASTER! WE'LL BE THERE!

BUT NOW, JUST TO SHOW YOU THAT YOU CAN'T EVER TAKE THINGS FOR GRANTED IN OUR TALES, A *NEW* CHARACTER ENTERS THE SCENE ... A STOOL PIGEON KNOWN ONLY AS *PATCH*...!

THE WORD IS OUT! THE MOBS ARE GONNA MEET AT THE OLD DESERTED PIER ON THE WEST SIDE!

GOOD WORK, PATCH! THIS IS THE TIP WE'VE BEEN WAITING FOR!

WE'VE GOT TO MOVE *CAREFULLY!* THERE'S NO LAW AGAINST MEN HAVING A MEETING... NOT EVEN IF WE KNOW THEY'RE UNDERWORLD BIG SHOTS!

BUT, IF WE KEEP THEM UNDER SURVEILLANCE, AND PLAY OUR CARDS RIGHT, WE MIGHT GET ENOUGH EVIDENCE ON THEM TO PUT THEM AWAY FOR GOOD!

OKAY, YOU HAVE YOUR ORDERS! NOW TAKE OFF!

AT THE WATERFRONT, A SHORT TIME LATER, WE NEAR OUR STIRRING CLIMAX...

LOOKS LIKE MY HUNCH WAS CORRECT! SOMETHING IS DEFINITELY IN THE WIND...OTHERWISE ALL THOSE CARS WOULDN'T BE BRINGING THOSE HARD-LOOKING CHARACTERS TO A DESERTED PIER!

I BROUGHT SOME OF MY MUSCLE MEN, JUST IN CASE! WHAT'S THE DELAY? ISN'T THE ***CRIME-MASTER*** HERE YET?

NO! HE'LL SHOW UP AFTER EVERYONE'S ARRIVED! JUST GO INSIDE AND WAIT WITH THE OTHER GUYS!

BUT ANOTHER CONFERENCE IS SECRETLY TAKING PLACE NEARBY...

YOU CAN'T DO THIS WITHOUT ***ME!*** THE WHOLE PLAN WAS ORIGINALLY ***MINE!*** IF YOU TRY TO SQUEEZE ME OUT, I'LL...!

YOU'LL DO ***NOTHING!*** NOT SO LONG AS I HAVE THE PROOF OF YOUR REAL IDENTITY LOCKED IN A SAFE DEPOSIT VAULT!

IF I'M EVER FOUND DEAD, THE POLICE WILL OPEN THAT VAULT AND LEARN WHO... ***HEY!*** WHA...??

YOU CHEAP DOUBLE-CROSSER! THE GREEN GOBLIN DOESN'T HAVE TO RESORT TO ***MURDER!*** THERE ARE ***OTHER*** WAYS...!!

HE WAS HIDING A ***GUN*** BEHIND HIS BACK!

WELL, THE SMOKEY EXHAUST FROM MY JET GLIDER WILL COVER ME SO THAT HE WON'T KNOW WHERE TO SHOOT!

BLAST YOU! NO MATTER ***HOW*** TRICKY YOU ARE, A BULLET CAN ***STILL*** GET RID OF YOU FOREVER!

HE'S THROWING ***STUN BOMBS,*** BUT I'M IN LUCK... HIS OWN SMOKE IS HIDING ***ME*** FROM ***HIM,*** ALSO!

I'D BETTER HOLD OFF! IF I ***SHOULD*** ACCIDENTALLY KILL HIM, MY SECRET WILL BE MADE PUBLIC!

HAH! YOU'RE RUNNING AWAY! I SCARED YOU OFF!!

SURE...LIKE A TADPOLE SCARES A TIGER! I'VE JUST DECIDED TO LET YOU LIVE A WHILE LONGER!

BUT YOU'LL *STILL* NEVER TAKE OVER THE RACKETS WITHOUT *ME!* THERE ARE *OTHER* WAYS TO STOP YOU...AND THE GOBLIN WILL *USE* THEM!

AND JUST A STONE'S THROW AWAY...

I'D BETTER WORK MY WAY AROUND THE ROOF SO I CAN GET A LOOK AT WHAT'S GOING ON *INSIDE* THERE...!

WOW! IT'S LIKE A MEETING OF THE *WHO'S WHO* OF THE UNDERWORLD! I'D BETTER ALERT THE POLICE...THERE MIGHT BE TOO MANY FOR ME TO TACKLE ALONE!

WHAT A GREAT STROKE OF *LUCK!* THERE'S *SPIDER-MAN*...AND HE DOESN'T *SEE* ME!

I'LL CIRCLE ALL THE WAY AROUND AND KEEP OUT OF SIGHT! I'VE GOT TO WATCH OUT FOR THAT UNCANNY SIXTH SENSE HE SEEMS TO HAVE!

NOW, ALL I'VE GOT TO DO IS JET STRAIGHT *UP*, OVER HIS HEAD, BEFORE HE CAN POSSIBLY DETECT ME...!

AND THEN... *PLUMMET DOWN!!*

UHHH..!

HAH! EVEN YOUR FAMOUS SPIDER-STRENGTH CAN'T WARD OFF THE EFFECTS OF A DIRECT HIT BY MY FAST-MOVING JET GLIDER!

NOW, WHILE YOU'RE GROGGY, I'LL FINISH YOU OFF WITH ONE CAREFULLY-THROWN *STUN BOMB*..!

HAVE TO HANG ON!! HAVE TO USE SPIDER-SENSE TO KEEP TRACK OF STUN BOMB...!

IT'S ALMOST ON *TOP* OF ME! MY ONLY CHANCE IS TO KNOCK IT AWAY OUT OF RANGE WITH MY *WEBBING*...*NOW!*

BUT, ALTHOUGH THE AMAZING ADVENTURER'S QUICK THINKING SUCCEEDS IN SAVING HIM FROM A FATAL DIRECT HIT, THERE ISN'T TIME TO HURL THE BOMB FAR ENOUGH AWAY, BEFORE IT EXPLODES...!

OHHH...!

I'VE BEATEN HIM AT *LAST!* BUT, HIS HEADPIECE WON'T COME OFF! I WANT TO *UNMASK* HIM, BUT IT'S STUCK TOO TIGHT!

WELL, THERE'LL BE TIME FOR THAT *LATER!* RIGHT NOW, I'VE SOMETHING MORE IMPORTANT TO DO!

MEANWHILE, DIRECTLY UNDER THE PIER, THE MYSTERIOUS *CRIME-MASTER* CAUTIOUSLY MAKES HIS WAY TO A LADDER ...

THIS IS THE MOMENT I'VE BEEN WAITING FOR! THE MOMENT WHEN I TAKE OVER AS KINGPIN OF THE CITY'S UNDERWORLD!

EVERYONE IS HERE! EVERY MOB LEADER IN THE AREA! THEY'VE ALL COME TO ACCLAIM *ME* AS THEIR LEADER!

AND NOW, FOR MY LONG-AWAITED MOMENT OF TRIUMPH!

HEY, PIPE DOWN, YOU GUYS! CLAM UP, ALL OF YOU! THE *CRIME-MASTER* IS HERE! HE'S GONNA TELL US ABOUT HIS PLANS!

THE FIRST THING I WANT TO SAY IS ... FROM NOW ON, *I'M* THE BOSS! THE *ONLY* BOSS! AND, IF ANYONE HAS ANY OBJECTIONS, LET HIM SPEAK UP *NOW!*

ALL RIGHT, CRIME-MASTER! *I'M* SPEAKING UP! THIS IS THE *GREEN GOBLIN,* SAYING THAT YOU'RE ABOUT TO HAVE THE *SHORTEST REIGN* ON RECORD!!

LOOK! IT'S THE GOBLIN ... WITH *SPIDER-MAN!*

HE *CAPTURED* 'IM! WHAT'S GONNA HAPPEN *NEXT??!*

NEXT ISSUE:

THE SECRET OF FREDERICK FOSWELL WILL BE REVEALED, AS YOU THRILL TO ONE OF THE GREATEST *BATTLE ROYALS* OF ALL! SO, JOIN US AGAIN FOR *SPIDER-MAN* #27 ... AND DON'T FORGET YOUR WEBBING!

THE END.

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

IND.

27 AUG

"BRING BACK MY GOBLIN TO ME!"

SPIDER-MAN "BRING BACK MY GOBLIN TO ME!"

JUST AS THE MYSTERIOUS *CRIME-MASTER* PREPARES TO TAKE COMMAND OVER THE CITY'S GANGS, A STARTLING *INTERRUPTION* TAKES PLACE, AS THE GLOATING *GREEN GOBLIN* BRINGS IN AN UNCONSCIOUS *PRISONER!*

HOW'S *THAT* FOR A ONE-SENTENCE RESUMÉ OF LAST MONTH'S 20-PAGE THRILLER??

I *WARNED* YOU THAT I'D NEVER LET ANYONE *ELSE* TAKE OVER AS GANGLORD OF THE CITY! EVEN THE *CRIME-MASTER* SHALL SERVE THE *GREEN GOBLIN!*

THE *GOBLIN!!* WITH *SPIDER-MAN*-- STILL ALIVE! BUT-- I THOUGHT I HAD *KILLED* HIM!

SOME OF YOU MEN, GET *UP* HERE! I *CAUGHT* SPIDER-MAN --NOW SEE IF *YOU* CAN *HOLD* HIM!

EDITED AND WRITTEN BY SMILIN' **STAN LEE**

PLOTTED AND DRAWN BY SCOWLIN' **STEVE DITKO**

LETTERED AND GIFT-WRAPPED BY SWINGIN' **ARTIE SIMEK**

IF YOU DIG AN ACTION-PACKED OLD-FASHIONED COPS 'N ROBBERS MYSTERY YARN, THIS ONE IS FOR *YOU!* BUT, EVEN IF YOU *DON'T* LIKE THIS KIND OF STORY, READ IT *ANYWAY!* IT MAY JUST CHANGE YOUR MIND!

IMAGINE THE GOBLIN BEATIN' ***SPIDER-MAN!*** HEY, WHAT GIVES? THIS BLASTED ***MASK*** WON'T COME OFF!

FORGET IT! WE'LL WORRY ABOUT THAT ***LATER!*** FIRST, GET 'IM CHAINED UP BEFORE HE COMES TO!

TOO BAD, MY DOUBLE-CROSSING FRIEND! THIS WILL KNOCK YOUR PLANS TO GET CONTROL OF THE MOBS INTO A COCKED HAT!

DON'T ***BET*** ON IT, GOBLIN! I'M NOT LICKED ***YET!***

OH ***NO?*** TELL HIM HOW ***WRONG*** HE IS, MY NEW UNDERLINGS!

WE'RE TAKIN' ORDERS FROM THE ***GOBLIN,*** AN' NO ONE ELSE!

ANYONE WHO CAN CAPTURE ***SPIDER-MAN*** CAN BOSS ME AROUND ***ANY*** DAY!

GET ***LOST,*** MASKED MAN! YOU'RE A ***HAS BEEN*** AROUND HERE!

AND, AS THE MOBSTERS SHOUT, NONE PAY ANY ATTENTION TO ONE AMONG THEM KNOWN AS ***PATCH*** -- THE POLICE INFORMER WE MET LAST ISSUE!

NOW THAT WE PICKED OUR NEW BOSS, LET'S FINISH OFF THAT WEBHEAD!

IT LOOKS BAD FOR SPIDER-MAN -- UNLESS THE POLICE SHOW UP SOON! I WONDER IF THEY GOT MY TIP!

BRING HIM OVER HERE! WE'LL CELEBRATE MY NEW REIGN BY ***UN-MASKING*** HIM AND THEN FINISHING HIM OFF FOR ***GOOD!***

JUST IN TIME, GOBLIN! HE'S WAKIN' UP!

BUT, WE GOT NOTHIN' TO WORRY ABOUT LONG AS HE'S ***CHAINED*** GOOD 'N TIGHT!

THE GAS WHICH KNOCKED ME OUT IS FINALLY WEARING OFF! BUT, FROM THE ***LOOKS*** OF THINGS AROUND HERE, I WAS BETTER OFF ***ASLEEP!***

NEVER FORGET WHO IT WAS THAT DELIVERED A BEATEN SPIDER-MAN TO YOU, BOYS! AND NOW, LET'S GET HIS **MASK** OFF!

STOP SQUIRMIN', PUNK! YOU'RE BEAT, AND YOU **KNOW** IT!

WATCH IT, BLACKIE! HE'S **BRACING** HIMSELF --!

-OOOF!- YOU **FOOLS!** CAN'T YOU EVEN HOLD ONTO A MAN IN **CHAINS??**

AW, DON'T BE TOO ROUGH ON THEM, GOBBY! EVEN **CHAINS** CAN'T TAKE AWAY MY EVER-LOVIN' **SPIDER STRENGTH!**

WHAK!

YOU CAN'T ESCAPE **NOW!!** ALL YOU'RE DOING IS DELAYING THE FINAL--**LOOK OUT!!!**

YOU CLUMSY BUNGLER!! WATCH WHAT YOU'RE **DOING!** YOUR SHOT ALMOST HIT **ME!**

THAT'S WHAT I WAS **HOPING** FOR!

AND YOU ALMOST GOT **ME** WITH THOSE BLAMED **GOBLIN BLASTS** OF YOURS!! IN THE MEANTIME, SPIDER-MAN DODGED US **BOTH!**

THERE ARE **TOO MANY** OF THEM! THEY'LL GET ME SOONER OR LATER, UNLESS I GET **LUCKY!**

AND THE WAY **MY** LUCK'S BEEN RUNNING LATELY, SOMEONE WOULD THINK I SPEND ALL MY TIME WALKIN' UNDER LADDERS AND BREAKING MIRRORS!!

I FEEL SOME **SLACK** IN THE CHAINS! WITH MY SPIDER STRENGTH, I MIGHT BE ABLE TO **SNAP** THEM--BUT THEY'RE NOT GIVING ME A **CHANCE!**

DON'T YOU BOYS EVER TAKE FIVE FOR A COFFEE BREAK, OR ANYTHING?

WE'RE HITTIN' HIM WITH EVERYTHING WE GOT, AND HE KEEPS JAWIN' AT US!!

IT'S DOWNRIGHT ***HUMILIATIN'!!***

BUT THEN, THE STROKE OF LUCK SPIDEY HAD HOPED FOR, BUT HADN'T DARED TO EXPECT, ACTUALLY HAPPENS! THREE OF THE POLICE OFFICERS WHO HAD BEEN STATIONED OUTSIDE, HEARING THE SOUNDS OF BATTLE, COME CHARGING IN....!

STAY WHERE YOU ARE! YOU'RE ALL ***UNDER ARREST!***

ARE YOU GUYS ***KIDDIN'??*** THERE'S ONLY ***THREE*** OF YA!

WE'RE ***ENOUGH***-- FOR THE LIKES OF ***YOU!***

THERE'S ***DOZENS*** OF 'EM, SAM! ALL AROUND US! WE CAN'T EVEN MAKE IT BACK TO THE CALL BOX!

KEEP FIGHTING! THEY CAN'T USE THEIR GUNS AT SUCH CLOSE QUARTERS! WE'LL GET THE UPPER HAND ***SOME-HOW!***

AND, THAT BRIEF INTERRUPTION BY THE THREE BRAVE OFFICERS IS ALL THE DIVERSION SPIDEY NEEDS--!

HEY! COME ***BACK,*** YOU GUYS!! WE CAN'T HOLD SPIDER-MAN BY ***OURSELVES!***

LOOK OUT! HE'S SHAKIN' US OFF HIM LIKE ***FLEAS!***

A VERY APT DESCRIPTION, PLAYMATE!

AND NOW THAT I'M IN THE ***CLEAR*** FOR A FEW SECONDS, I'LL USE THE OPPORTUNITY TO EXPAND MY CHEST-- FLEX MY MUSCLES--AND--

--PRESTO!! I FEEL LIKE STEVE REEVES, IN ONE OF THOSE ITALIAN COSTUME MOVIES!

BLAST IT! IF I EVER FIND OUT WHO TIPPED OFF THE COPS--!!

UH OH! SPIDER-MAN'S FREE AGAIN! HE'S FULLY RECOVERED --DODGED MY GOBLIN BOMB! I'LL LOSE MYSELF IN THE CROWD FOR A WHILE!

=YEEEOOOPS!= I WAS GONNA GO AFTER THE GOBLIN, BUT I'D BETTER NOT!

THE CRIME-MASTER'S STILL GUNNING FOR ME! HE MUST FIGURE THIS IS HIS CHANCE TO GRAB CONTROL OF THE MOBS AGAIN!

KRAK

THOSE OFFICERS ARE PUTTING UP A GREAT FIGHT AGAINST THE HOODS DOWN THERE!

BUT THEY CAN STILL USE SOME HELP!

AND THEY'RE GONNA GET IT, AS SOON AS I SET UP MY AUTOMATIC CAMERA! I MIGHT AS WELL MAKE THIS LITTLE SESSION PAY OFF FOR ME!

AND NOW-- READY OR NOT, HERE I COME!

HEADS UP, PLAYMATES! MIND IF I CRASH YOUR LITTLE PARTY?

I'M JUST IN TIME! THEIR BACKS ARE AGAINST THE WALL!

IS THIS A ***PRIVATE*** FIGHT, OR CAN YOUR FRIENDLY, NEIGHBORBOOD SPIDER-MAN JOIN THE FUN?

HOLD IT, YOU THREE!! YOU'LL HAVE TO WAIT YOUR ***TURN!***

YOU KNOW THE RULES! IF YOU TRY TO STRIKE FROM ***BEHIND,*** YOU EACH GET TWO DEMERITS!

HEY! WHAT THE--?

MY ***FEET*** ARE STUCK!

CAN'T ***MOVE!***

WHAP!

HOW ***ABOUT*** THAT?!! WE'VE GOT ***SPIDER-MAN*** HELPING US OUT!!

YOU DON'T HEAR ME ***COMPLAININ',*** DAVE!

HOW DID IT ***HAPPEN??*** ONE MINUTE, EVERY-THIN' WAS ***GREAT***-- THEN, ***ZOWIE!*** THE ***ROOF*** FALLS IN!

THOK

NICE GOING, BOYS! BUT LEAVE SOME OF 'EM FOR ***ME,*** HUH?

ALTHOUGH I KINDA HATE TO TAKE SLOPPY SECONDS!

WHAM!

BOK!

DRAT IT! MY ***WEBBING'S*** COMING LOOSE! MY COSTUME'S STARTING TO ***SLIP!***

BUT, I CAN'T STOP TO FIX IT ***NOW!*** PLAY-TIME ISN'T ***OVER*** YET!

SORRY, BOYS! I'LL HAVE TO CUT THIS ***SHORT*** NOW! BUT IT'S BEEN ***FUN*** WALTZING AROUND WITH YOU!

THE GOBLIN! I WONDERED WHERE YOU WERE!!

HE'S TOO DANGEROUS!! I WAS BETTER OFF DOWN BELOW!

BUT, AS SPIDEY DROPS BACK TO THE FLOOR BELOW WITH THE SPEED OF THOUGHT, HE SEES...

LOOKS LIKE THE CRIME-MASTER JUST NEVER GIVES UP!

BUT HE CAN'T HIT ME IF I KEEP THE CROWD BETWEEN US! AND THAT'S JUST WHAT I'LL DO!

THEN, A FEW BRIEF MINUTES LATER...

WE GIVE UP! WE HAD IT! WE CAN'T FIGHT YOU COPS AND SPIDER-MAN!

NATURALLY, YOU PUNK! YOU ONLY OUTNUMBERED US TEN-TO-ONE!

EVERY GOOD GENERAL KNOWS WHEN THE TIME COMES TO RETREAT!

AND NOT A SECOND TOO SOON!! HE ALMOST SNARED ME WITH THAT STICKY WEBBING OF HIS!

THHK!

I CAN'T HOPE TO CATCH THE GOBLIN'S JET FLYER--!

BUT ANY SELF-RESPECTING SPIDER-MAN OUGHT TO BE ABLE TO COLLAR THE CRIME-MASTER!

I WAS DOUBLE-CROSSED BY THE GOBLIN-- BY MY OWN MOBS-- AND NOW, EVEN SPIDER-MAN IS AFTER ME!

BUT, I KNOW THIS WATER-FRONT AREA BETTER THAN ANYONE! IF I CAN KEEP HIM AT BAY FOR ANOTHER FEW MINUTES, I MAY YET ESCAPE!

CRACK

MINUTES LATER...

PATCH SNEAKED OUT AND SENT FOR US, BUT IT LOOKS AS THOUGH YOU THREE HAVE THE SITUATION WELL IN HAND!

IT WAS SOME WORKOUT, JOE! TOO BAD YOU HADDA MISS IT!

WE'VE GOT 'EM ALL LINED UP FOR YOU BOYS! AND WAIT'LL YOU HEAR ABOUT SPIDER-MAN! HE'S A REAL ONE-MAN ARMY!

AND, AS THE POLICE FINISH THEIR MOPPING-UP OPERATION, THE "ONE-MAN ARMY" CONTINUES WITH HIS OWN PRIVATE LITTLE WAR...

WHY CAN'T I LOSE HIM? HE CAN'T KNOW THIS UNDERGROUND AREA AS WELL AS I DO!

HE'S TRICKY, BUT HE DOESN'T REALIZE HE CAN'T OUTRUN MY SPIDER SENSE!

THAT WAS A CLOSE ONE! HE'S DEFINITELY NO CANDIDATE FOR A SPIDER-MAN FAN CLUB!

PTI-KK

EVERY TIME HE GETS WITHIN PISTOL RANGE, THAT BLASTED WEBBING OF HIS SHOOTS OUT AND SPOILS MY AIM! BUT I'LL GET HIM YET!

I'VE GOT TO KEEP MOVING! THAT JOKER'S TOO MUCH OF A DEAD-EYE DICK TO TAKE ANY CHANCES WITH!

AND BULLETS HAVE NO WAY OF KNOWING WHICH OF US IS THE "GOOD GUY"!

HE'S NOT FOLLOWING! GOOD! I MUST HAVE GIVEN HIM THE SLIP!

ONCE I GO THRU THE PIPE OVER THERE, HE'LL NEVER FIND ME AGAIN! AND IF HE DOES -- IT'LL BE HIS BAD LUCK!

HMMMM... HE MUST THINK HE'S LOST ME! I GUESS HE FORGOT THAT US PROFESSIONAL SPIDER-MEN CAN HIDE ON WALLS AND CEILINGS!

WELL, WHERE HE GOEST, SPIDEY WILL GOEST!!

I'M ALMOST THRU, BUT I'D BETTER PLAY IT SAFE, JUST IN CASE HE *IS* FOLLOWING SOMEWHERE BEHIND ME!

EVEN IF HE *IS* HIDDEN BEYOND THE CURVE OF THE PIPE, THIS *NERVE GAS* WILL FIND HIM AND RID ME OF HIM *FOREVER!*

JUST AS IT'LL DO TO THE *GOBLIN* WHEN NEXT WE MEET!

AND, A SHORT DISTANCE BEHIND...

UH OH! GAS FUMES! LOOKS LIKE I UNDER-ESTIMATED THAT MASKED MURDERER!

BUT, IF I MOVE *FAST* ENOUGH, I'LL BE ABLE TO FASHION A PROTECTIVE *HELMET* OUT OF MY WEBBING--LIKE *THIS!*

IT MAY NOT WIN FIRST PRIZE AT A *FASHION SHOW,* BUT IF I HOLD MY BREATH, IT'LL HELP ME TO MAKE IT THRU THE GAS!

WHEW! I HOPE IT'S NOT MUCH FURTHER! ALTHOUGH I'D NEVER ADMIT IT TO MY ENEMIES, I CAN'T HOLD MY BREATH *FOREVER!*

AHH! THAT LOOKS LIKE A *GRATING* JUST AHEAD!

WELL, WADDAYA KNOW! I'M SMACK DAB IN THE CENTER OF THE CITY'S *SEWER SYSTEM!* A PERFECT PLACE FOR A RAT LIKE THE CRIME-MASTER!!

BUT, HE COULD HAVE FLED IN ANY ONE OF A DOZEN DIRECTIONS--AND ALL THE ON-RUSHING WATER IS TOO MUCH FOR MY SPIDER SENSE TO COPE WITH!

LOOKS LIKE I *LOST* HIM!

MINUTES LATER...

THIS MAY NOT DO MUCH FOR MY REP AS A GLAMOR BOY, BUT IT'S ONE WAY TO GET BACK TO THE SURFACE!

I'LL JUST DASH BACK TO THE PIER AND SEE IF ANYTHING HAPPENED SINCE I LEFT! PERHAPS I CAN LEARN MORE ABOUT THE CRIME-MASTER THERE!

I'M TOO LATE! THERE GO THE LAST OF THE POLICE CARS NOW!

OH WELL! AT LEAST I HELPED ONE OF THE BIGGEST MASS ARRESTS IN YEARS!

BUT I *STILL* HAVE TO GET A LINE ON THE GOBLIN AND THE CRIME-MASTER!

AND, I *STILL* THINK *FREDERICK FOSWELL* IS THE KEY! I'LL JUST PAY A LITTLE VISIT TO HIS PLACE, AND SEE IF HE'S THERE!

EVERY TRAIL I'VE FOLLOWED--EVERY CLUE--EVERY LEAD --ALL SEEM TO POINT TO *FOSWELL!*

I'M *CONVINCED* HE'S MIXED UP IN ALL THIS *SOMEHOW!*

HIS APARTMENT'S *DESERTED!* BUT, HE WAS HERE BEFORE ME! HIS *HAT* WAS ON THE *FLOOR* LAST TIME *--AND NOW IT'S *GONE!*

HE MUST HAVE COME HERE, CHANGED, AND GONE RIGHT *OUT* AGAIN!

* AS WE SAW IN ISSUE #26, REMEMBER? -STAN.

AND HERE'S MY SPIDER-PIN TRACING GIZMO! I DROPPED IT WHEN I WAS SHOT AT--SO, NOW I CAN'T TRACK HIM DOWN!

WELL, WHILE I'M HERE, I MIGHT AS WELL LOOK AROUND--!

THEN, AFTER AN INTENSIVE SEARCH...

HMMM... A CLOSET WITH A FALSE COMPARTMENT! IT'S EMPTY *NOW*, BUT IT'S A PERFECT PLACE TO HIDE A *GOBLIN COSTUME*, OR A *CRIME-MASTER MASK!*

HE'S *GOT* TO BE ONE OF THEM!

BUT, AS SPIDEY LEAVES AGAIN...

I'LL RUSH TO **JONAH'S** OFFICE! MAYBE I'LL FIND FOSWELL **THERE!**

BAH! ANOTHER SECOND AND I'D HAVE **HAD** HIM!

I WAS AFRAID OF THIS! FOSWELL'S NOT AT HIS DESK!

LOOKS LIKE I'VE REACHED A DEAD END!

WELL, EVEN IF HE **ISN'T** THE MAN I'D MOST LIKE TO BE STRANDED ON A DESERT ISLE WITH, I THINK I'LL WARN JONAH ABOUT FOSWELL!

ANOTHER CRIME SPREE BY FOSWELL COULD **RUIN** JAMESON AND THE PAPER!

YOU! DON'T MAKE ANOTHER MOVE! ALL I HAVE TO DO IS PRESS AN ALARM BUTTON, AND--!

RELAX, YOU OLD SKINFLINT! I'M HERE TO **HELP** YOU! I WANT TO WARN YOU ABOUT FREDERICK FOSWELL! I'M SURE HE'S EITHER THE **GREEN GOBLIN** OR THE **CRIME-MASTER!**

YOU HELPING **ME??** I'LL BELIEVE **THAT** WHEN I HEAR A DOG **MEOW!** AS FOR FOSWELL, YOU'RE DEAD WRONG AS USUAL! HE'S WORKING ON A SERIES OF CRIME ARTICLES FOR ME! WHAT **PROOF** DO YOU HAVE THAT HE'S GONE CROOKED AGAIN?

NO PROOF YET-- BUT I **KNOW** HE'S MIXED UP IN THIS BUSINESS SOMEHOW!

SURE HE IS--AS A **REPORTER** FOR ME!

MISS BRANT, SEND FOSWELL IN HERE AS SOON AS HE RETURNS!

HE JUST ENTERED **NOW,** SIR! I'LL TELL HIM--!

THAT REMINDS ME! I HAVEN'T HAD TIME TO CALL BETTY BRANT FOR DAYS! I WONDER IF SHE'S ANGRY?

FOSWELL, THAT WEB-HEADED IDIOT CLAIMS YOU'VE **TURNED** TO **CRIME** AGAIN! HE SAYS YOU'RE EITHER THE **GOBLIN,** OR THE **CRIME-MASTER!**

NOT **ME,** MR. JAMESON! YOU KNOW I'M TOO SMART TO TAKE A CHANCE OF BECOMING A TWO-TIME LOSER!

WHAT DOES **THAT** PROVE! EVEN IF HE **WAS** CROOKED, HE WOULDN'T **ADMIT** IT!

WHERE HAVE YOU BEEN *KEEPING* YOURSELF WHEN YOU'RE NOT AT WORK, AND NOT AT HOME, FOSWELL?

LOOK, DO I HAVETA ANSWER QUESTIONS FROM *HIM*, MISTER JAMESON??

OF *COURSE* NOT! NOW GET BACK TO WORK--I TRUST YOU!

BUT, BEFORE FOSWELL CAN LEAVE JONAH'S OFFICE, AN UNEXPECTED TABLEAU IS ABOUT TO TRANSPIRE ON THE ROOF ACROSS THE WAY...

THERE ARE SPIDER-MAN, JAMESON, AND FOSWELL, ALL TOGETHER IN ONE OFFICE!

WHAT A PERFECT OPPORTUNITY FOR ME TO HAVE MY REVENGE! I'LL PICK ALL THREE OF THEM OFF FROM HERE!

DON'T *DO* IT, MISTER! WE'VE GOT YOU COVERED! TURN AROUND, REAL SLOW--!

POLICE!! WHO TIPPED THEM OFF?? I--I CAN'T LET THEM TAKE ME!

LISTEN!! GUNFIRE!! COMING FROM THE ROOF ACROSS THE WAY!

I WONDER WHAT *THAT'S* ALL ABOUT?

I CAN TELL YOU! IT'S THE END OF THE *CRIME-MASTER!*

CRACK!

HOW WOULD *YOU* KNOW THAT, FOSWELL?

I *TOLD* YOU HE'S BEEN WORKING ON A BIG CRIME STORY FOR ME!!

YOU'LL LEARN ALL ABOUT IT WHEN EVERYONE *ELSE* DOES, SPIDER-MAN!

THE SHOOTING STOPPED! WHOEVER THE POLICE WERE FIRING AT, IT LOOKS LIKE THEY *GOT* HIM!

I *KNEW* THE CRIME-MASTER WOULDN'T GIVE UP WITHOUT MAKING A *FIGHT* OF IT--THE *FOOL!*

I HOPE HE'S ALIVE--AND ABLE TO *TALK!*

LOOKS LIKE HE'S ***DONE FOR!*** HE'S SINKING FAST!

HE'S THE ONE WE ***THOUGHT*** HE WAS!

ANYTHING YOU WANT TO TELL US--WHILE YOU ***CAN?***

YOU BET THERE IS!!--I'LL HAVE THE LAST LAUGH ***YET!*** =;GASP!= IF I CASH IN, I'LL TAKE THE ***GOBLIN*** WITH ME!-- HIS--HIS ***REAL*** IDENTITY--IS--IS--

BOY! IF I SAW THAT HAPPEN IN A MYSTERY MOVIE, I'D LAUGH AT HOW ***CORNY*** IT WAS! AND YET--!

A ROTTEN BREAK FOR US! HE'S DEAD! HE NEVER GOT THE NAME OUT!

MINUTES LATER...

MR. JAMESON, THIS OFFICER INSISTED ON SEEING YOU!

NOT ***HIM,*** LADY! I WANT TO SEE ***FOSWELL!***

FOSWELL DOESN'T LOOK WORRIED! I WONDER WHAT HE KNOWS THAT ***I*** DON'T??

YOU WERE ***RIGHT*** ABOUT THE ***CRIME-MASTER'S*** IDENTITY! I JUST WANTED TO THANK YOU FOR YOUR ***HELP!***

THAT'S OKAY! I WAS GLAD TO DO IT!

HOW DID ***YOU*** HELP THE POLICE, FOSWELL?

I FEEL LIKE A FELLA WHO CAME IN AT THE ***MIDDLE*** OF A SPY PICTURE AND NEVER CAUGHT UP TO THE PLOT!

WHEN I WAS KNOWN AS THE ***BIG MAN,*** BEFORE I WENT STRAIGHT, I KNEW ALL THE CITY'S GANG LEADERS--AND I KNEW HOW THEY WORKED!

USING THAT KNOWLEDGE, AND MY OWN UNDERWORLD GRAPE-VINE, IT WASN'T HARD TO FIGURE OUT WHICH RACKET BOSS WAS THE CRIME-MASTER! ALL I HAD TO DO WAS FIND ***PROOF!***

NICK "LUCKY" LEWIS!

IT'S KINDA FUNNY--IN REAL LIFE, WHEN A VILLAIN IS UNMASKED, HE ISN'T ALWAYS THE BUTLER, OR THE ONE YOU SUSPECTED! SOMETIMES HE'S A MAN YOU DIDN'T EVEN ***KNOW!***

HE ***KNEW*** I WAS A THREAT TO HIM! HE EVEN SHOT AT SOMEONE IN MY ROOM, THINKING IT WAS ME!

I WAS THAT SOMEONE! SO IT WAS ***CRIME-MASTER*** WHO SHOT AT ME--***NOT*** FOSWELL!

I ACTED AS ***BAIT,*** TO HELP THE POLICE TRAP LUCKY LEWIS!

LOOKS LIKE I WAS ***MISTAKEN*** ABOUT YOU, FOSWELL!

FORGET IT, SPIDER-MAN! THERE'S NO HARM DONE!

BUT I ***STILL*** HAVE A FEELING HE'S HIDING SOMETHING! HE'S CLEVER--AND TRICKY--JUST LIKE THE ***GREEN GOBLIN!***

LET'S FORGET FOSWELL NOW! HERE'S YOUR CHANCE TO ARREST ***SPIDER-MAN!*** DO YOUR DUTY, OFFICER! THROW THAT PUBLIC MENACE BEHIND BARS! I'LL ***HELP*** YOU!

HOW JONAH? BY ***TALKING*** ME INTO JAIL?

WELL, I DON'T KNOW, MR. JAMESON! HE ***HELPED*** US ROUND UP THE CRIME-MASTER'S GANG! I'VE NO ORDERS FOR HIS ARREST!

ALL RIGHT, THEN, ***DON'T*** ARREST HIM! I'LL HANDLE HIM ***MY*** WAY! I'LL SPLASH FOSWELL'S VICTORY ALL OVER THE FRONT PAGE! I'LL SHOW HOW ***WRONG*** SPIDER-MAN WAS ABOUT HIM! I'LL MAKE A LAUGHING-STOCK OUT OF THAT WEB-HEAD!

DON'T YOU EVER GET TIRED OF THE SAME OLD SONG, CHUCKLES?

UH OH! MY ***CAMERA!*** I'D BETTER GO BACK AND ***GET*** IT--AND GET THOSE PICTURES DEVELOPED!

GO ON--JUMP OUT OF MY WINDOW AGAIN! BUT ***THIS*** TIME I HOPE YOUR BLASTED WEBBING SNAPS IN TWO!!

AW, GO JUGGLE ***BEEHIVES,*** PRUNE-FACE!

RATS! MY COSTUME'S COMING LOOSE AGAIN--AND I CAN'T SPARE ENOUGH WEB FLUID TO HOLD IT TOGETHER!

I'LL JUST KEEP TUGGING AT IT! CAN'T AFFORD TO ***LOSE*** IT--IT'S THE ONLY ONE I'VE GOT LEFT!

HERE'S WHERE I LEFT THE CAMERA! GLAD I REMEMBERED! I COULDN'T AFFORD TO BUY A NEW ONE!

I'LL LEAP UP TO THE WOOD! LIKE A SPIDER-MAN SHOULD!

UH OH! I'VE BEEN WATCHING TOO MANY COMMERCIALS!

OH NO!! IT'S GONE!

IT MUST HAVE FALLEN DOWN!

BUT, IF IT DID, SOMEONE PICKED IT UP! IT'S NOT HERE!

BUT, WHO--??

MY SPIDER SENSE IS TINGLING! THERE'S SOMEONE ELSE HERE!

I'LL DUCK UNDER THE PIER UNTIL I SEE WHAT'S GOING ON!

NUTS! I TRIPPED OVER A ROTTING PLANK!

CRACK!

SOMETIMES I WONDER IF THIS SUPER-HERO BUSINESS IS REALLY FOR ME!

BUT, A FEW WET, SOPPY, SLOPPY SECONDS LATER...

IT WAS JUST A BUNCH OF KIDS! THEY'VE GOT MY CAMERA!

OKAY, TROOPS! FORK OVER MY CAMERA! THANKS A HEAP!

GOSH! WE DIDN'T KNOW IT WAS YOURS!

WE COULDN'T FIGURE OUT HOW IT WORKED, ANYWAY!

WELL? WHAT ARE YOU STARING AT? DIDN'T YOU EVER SEE A SOAKING WET SPIDER-MAN BEFORE?

I HOPE YOU DON'T WANT MY AUTOGRAPH! THE WAY MY LUCK'S BEEN RUNNING, I'D PROBABLY STICK MYSELF WITH THE PENCIL POINT AND END UP WITH BLOOD POISONING!

I HAVEN'T GOT THE HEART TO TELL HIM THAT WE'RE HUMAN TORCH FANS, ANYWAY!

THEN, AS SPIDEY HEADS FOR HOME IN HIS SOMEWHAT UNIQUE MANNER...

OH WELL, THERE'S NOTHING MORE THAT CAN HAPPEN TO-- OH NO!! THIS IS THE LAST STRAW!

SINCE I GOT IT WET, THIS CRUMMY, STORE-BOUGHT COSTUME IS BEGINNING TO SHRINK ON ME!

I MIGHT AS WELL GET OUT OF IT WHILE I CAN!

YEEOWWWWTCH! IT FEELS LIKE I'M PULLING HALF OF MY SCALP OFF WITH IT!

THAT'S THE LAST TIME I EVER BUY A COSTUME AT A RUMMAGE SALE!

WHAP!

THEN, AFTER MAKING A QUICK CHANGE...

BUT I THINK I'LL TAKE IT ALONG WITH ME! I MAY JUST BE ABLE TO FIND A USE FOR IT!

AND SO, A SHORT TIME LATER, IN PETER PARKER'S CELLAR DARKROOM...

THIS'LL BE A GOOD TIME TO PICK OUT THE BEST PICTURES TO SELL TO JONAH JAMESON--WHILE AUNT MAY ISN'T IN!

HMMM... LET'S SEE NOW...!

BUT, COME TO THINK OF IT, WHY SHOULD I ALWAYS SELL A NO-GOODNIK LIKE HIM MY BEST PIX?

I THINK I'LL TRY ANOTHER NEWSPAPER THIS TIME!

THUS, WE NEXT FIND PETE AT THE OFFICES OF THE *DAILY GLOBE*...

COPY BOY! BRING THIS ARTICLE ON THE *M.M.M.S.* TO THE FEATURE EDITOR! STEP ON IT!

WHO'S IN CHARGE OF BUYING NEWS PHOTOS, MA'AM?

MR. BUSHKIN, OUR PICTURE EDITOR! RIGHT THRU THAT DOOR!

AND SO...

THESE ARE *TERRIFIC,* SON! HOW'D YOU MANAGE TO GET PICTURES OF THAT FIGHT ON THE DOCKS? WHO TIPPED YOU OFF?

WHAT A PLEASURE TO DO BUSINESS WITH A MAN WHO KNOWS HOW TO *SMILE!*

OH, I WAS JUST LUCKY, I GUESS!

YOU CAN'T KID OL' BARNEY BUSHKIN, FELLA! HOW'D YOU *DO* IT? YOU KNOW SOMEONE IN THE RACKETS? GOT A FRIEND ON THE FORCE?

NO, HONEST --I WAS JUST PASSING BY--!

AWW, C'MON, BABY! DON'T HOLD OUT ON OL' BUSHY! YOU CAN TELL *ME!* I WON'T BREATHE IT TO A *SOUL!*

THERE'S NOTHING TO *TELL!* IF YOU DON'T *WANT* THE PHOTOS--!

'COURSE I WANT THEM! BUT, TELL ME MORE *ABOUT* YOURSELF! WHAT KIND OF *CAMERA* DO YOU USE? WHERE DID YOU GET YOUR EXPERIENCE?

I'LL WRITE YOU A *LETTER!*

-;*WHEW!*;- WHAT A *NOSY* GUY! I'LL TAKE *JONAH* ANY TIME!

AND, SPEAKING OF THE PEERLESS PUBLISHER, WE FIND HIM AT HIS CLUB, AS SMUG AND SELF-SATISFIED AS EVER...

THAT WAS A GREAT SCOOP IN YOUR PAPER, J. J.!

IMAGINE! ONE OF YOUR *OWN* EMPLOYEES HELPING TO CAPTURE AND UNMASK THE CRIME-MASTER!

YOU MUST BE VERY PROUD OF FOSWELL, JAMESON!

FOSWELL? HE WAS JUST A COG IN THE WHEEL! *I* WAS THE MASTER PLANNER! THE ENTIRE CAPTURE OF THE CRIME-MASTER TOOK PLACE UNDER MY *PERSONAL* DIRECTION!

BUT MY OWN NATURAL *MODESTY* PREVENTS ME FROM BRAGGING ABOUT IT!

HOWEVER, IT'S TOO BAD THE *DAILY GLOBE* MANAGED TO GET THOSE EXCLUSIVE PHOTOS!

A MERE BAGATELLE! *WE* COULD HAVE HAD THOSE PICTURES IF WE'D *WANTED* THEM! BUT, YOU KNOW ME! I PREFER TO RUN THE STORY STRAIGHT-- NO SENSATIONALISM!

BUT, WHEN HE'S FINALLY ALONE WITH THE NEWSPAPER...

I'D GIVE MY *EYE-TEETH* FOR THOSE PIX! I'LL BE HANGED IF THEY DON'T LOOK LIKE *PETER PARKER'S* WORK!

I'D BETTER START BUTTERING HIM UP! I'LL TURN THE FAMOUS JONAH JAMESON *CHARM* ON HIM!

I HOPE HE'S NOT *QUITTING* ME!

BUT NOW, BACK TO OUR DEMON PHOTOGRAPHER...

AUNT MAY IS PROBABLY VISITING MRS. WATSON, NEXT DOOR! THIS IS MY CHANCE TO SEARCH FOR THE COSTUME SHE TOOK FROM ME! *

*AS SHOWN, IN ALL ITS TRAGIC DETAIL IN *SPIDER-MAN #26* --STAN.

I'M SURE SHE WOULDN'T THROW IT OUT! SHE COULD ALWAYS USE THE MATERIAL FOR SOMETHING ELSE!

BUT, A HALF HOUR LATER...

WELL, THE OL' PETER PARKER LUCK IS STILL HOLDING OUT!

I CAN'T FIND THE COSTUME *ANY-WHERE!*

WHICH MEANS, I'VE GOT TO DO THE ONE THING I HATE MOST IN THE WHOLE WIDE WORLD!

EVEN THE MERE *THOUGHT* OF IT MAKES ME BREAK OUT IN A COLD SWEAT! AND YET, THERE'S NO OTHER WAY! I'VE *GOT* TO DO IT!

I'LL HAVE TO *SEW MYSELF A NEW ONE!!*

BOY! IF *FLASH THOMPSON* COULD SEE ME *NOW!*

BUT, MINUTES LATER...

AUNT MAY! ISN'T THIS THE NIGHT YOU USUALLY SPEND WITH MRS. WATSON?

YES, PETER DEAR! BUT, SHE HAD ANOTHER APPOINTMENT TONIGHT! SO I JUST TOOK A WALK!

POOR AUNT MAY! SHE ALWAYS LOOKED FORWARD TO THOSE EVENINGS WITH MRS. WATSON! HER LIFE IS SUCH A LONELY ONE!

AND I DON'T HELP MUCH BY SPENDING MY SPARE TIME PROWLING THE CITY AS SPIDER-MAN!

WELL, I'LL TRY TO MAKE UP FOR IT NOW! MY NEW COSTUME WILL JUST HAVE TO WAIT FOR SOME OTHER TIME!

I'VE GOT AN IDEA, AUNT MAY! THERE'S NO SCHOOL TOMORROW, AND I'VE NO HOMEWORK! SO HOW ABOUT COMING TO A MOVIE WITH ME NOW!

YOU--YOU MEAN IT, PETER?? YOU REALLY WANT TO GO WITH ME?

WITH MY FAVORITE AUNT?? YOU KNOW IT!

WELL, THERE IS A MOVIE I'VE BEEN DYING TO SEE! IT'S A REMAKE OF AN OLD FAVORITE OF MINE!

I'LL BE READY IN JUST A MOMENT, DEAR! MY! I FEEL LIKE A YOUNG GIRL GOING OUT ON A DATE!

AND I'LL BUY YOU ALL THE POPCORN YOU CAN EAT! SO PUT ON YOUR PRETTIEST HAT AND LET'S GO!

BUT, BEFORE YOU START WONDERING IF YOU'RE STILL READING SPIDER-MAN, LET'S SWITCH BACK TO FREDERICK FOSWELL...

THE NIGHT SHIFT IS TAKING OVER NOW, SO I GUESS I'LL BE LEAVING!

I'M PRETTY LUCKY THAT NO ONE HAS YET GUESSED MY LITTLE SECRET!

I'VE EVEN MANAGED TO PULL THE WOOL COMPLETELY OVER SPIDER-MAN'S EYES!

AND NO ONE IS APT TO UNMASK ME NOW! ANYONE SEEING ME WOULD THINK I'M MERELY TAKING A BUNDLE OF CLOTHES TO THE LAUNDRY!

NOW, WITH THE *CRIME-MASTER* DEAD, IT'S SAFE FOR ME TO RETURN TO MY APARTMENT!

MY LITTLE DISGUISE HAS SERVED ME WELL! BUT, I WONDER IF I'LL EVER HAVE TO WEAR IT AGAIN!

IT WOULD HAVE BEEN TOO DANGEROUS FOR *FREDERICK FOSWELL* TO MINGLE WITH THE MOBS, GAINING INFORMATION!

BUT, THE UNDERWORLD NEVER GUESSED THAT THE INFORMER WHO BETRAYED THEM WAS THE CHARACTER KNOWN AS--*PATCH!*

MEANWHILE, IN ANOTHER PART OF TOWN, ANOTHER MAN GAZES AT ANOTHER DISGUISE--WITH BURNING HATRED IN HIS EVIL HEART--!

ONCE AGAIN MY BRILLIANT PLANS HAVE BEEN THWARTED BY *SPIDER-MAN!*

HE HAS PROVEN TO BE MY GREATEST THREAT--MY MOST DANGEROUS ENEMY! I'LL NEVER REST TILL I'VE *DESTROYED* HIM!

BUT, I'LL LAY LOW FOR A WHILE! I'LL WAIT TILL HE'S CONVINCED THAT I'VE GIVEN UP MY CRIME CAREER--TILL HE'S VIRTUALLY *FORGOTTEN* ABOUT ME!

AND THEN--WHEN HE LEAST EXPECTS IT--I'LL *STRIKE!*

AND WHAT OF THE GOBLIN'S INTENDED VICTIM? WHO WOULD SUSPECT THAT, AT THIS VERY MOMENT, *SPIDER-MAN* HAS JUST FINISHED HIS THIRD BAG OF POPCORN?

HOW DID YOU LIKE THE MOVIE, AUNT MAY?

IT WAS *DELIGHTFUL*, PETER DEAR! I SIMPLY *ADORE* A MOVIE THAT MAKES ME CRY!

PERSONALLY, *I* LIKE A GOOD SLAM-BANG, DRAG-'EM-OUT *ACTION* PICTURE!

BUT THEY'RE NOT *GOOD* FOR YOU, PETER! YOU *KNOW* HOW SENSITIVE AND HIGH-STRUNG YOU ARE!

IT ISN'T HEALTHY FOR A BOY LIKE YOU TO HAVE TOO MUCH EXCITEMENT--EVEN IN A MOVIE!

HOW TRUE! HOW TRUE!

THE END

AND, AS THE SHADES OF NIGHT BLANKET THE SILENT CITY, WE LEAVE YOU WITH THIS THOUGHT --ISN'T THERE JUST A LITTLE OF PETER PARKER IN *ALL* OF US?

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL POP ART PRODUCTIONS 12¢

IND. 28 SEPT

CLOAKED IN DARKNESS, SPIDEY FACES THE MYSTIFYING MENACE OF...

"THE MOLTEN MAN!"

ALSO IN THIS LANDMARK ISSUE:
YOU WON'T WANT TO MISS
PETER PARKER'S GRADUATION!

SPIDER-MAN

THE MENACE OF "THE MOLTEN MAN!"

WRITTEN and EDITED WITH LOVING CARE by **STAN LEE**

PLOTTED and DRAWN WITH TALENT RARE by **STEVE DITKO**

LETTERED and BORDERED WITH A VACANT STARE by **SAM ROSEN**

MARVEL MARCHES ON
TO ANOTHER NEW ADVENTURE TRIUMPH!

ON HIS WAY TO SCHOOL THIS MORNING, PETER PARKER IS HAILED BY NO LESS A PERSONAGE THAN THE PRINCIPAL HIMSELF! THUS, OUR STORY BEGINS WITH THE SAVAGE IMPACT OF A FALLING FEATHER...!

JUST A MOMENT, PARKER! I'D LIKE A WORD WITH YOU!

UH-OH! I HAD A HUNCH HE WOULDN'T FORGET ABOUT THAT LITTLE *FIGHT* I HAD WITH FLASH AND HIS STOOGES THE OTHER DAY!

* AS SO DELICIOUSLY DESCRIBED IN LAST MONTH'S *SPIDER-MAN*... STAN.

I JUST WANTED TO TELL YOU THAT FLASH THOMPSON EXPLAINED THAT *YOU* WERE NOT AT FAULT DURING THAT FIGHT THE OTHER DAY! SO WE'LL FORGET THE ENTIRE MATTER, SON!

WOW! OL' FLASH IS THE BEST ENEMY A GUY EVER HAD!

THANK YOU, SIR! I APPRECIATE YOUR TELLING ME!

THERE'S LIZ HILTON! I'LL BET *SHE* HAD SOMETHING TO DO WITH FLASH GETTING ME OFF THE HOOK!

LIZ! *LIZ*... HOLD ON A MINUTE! IT'S PETER!

I WANTED TO THANK YOU FOR STANDING UP FOR ME, LAST WEEK!...LIZ..IS SOMETHING *WRONG?*

NO! NOTHING AT ALL!

THEN WHY THE COLD SHOULDER? I CAN FEEL THE CHILL CLEAR ACROSS THE HALL!

I'M SORRY, PETER! I HAVEN'T TIME TO TALK NOW!

"PETER"? SHE NEVER CALLED ME *THAT* BEFORE! IT'S ALWAYS BEEN *PETEY!* I WONDER WHAT'S BUGGING HER?... AND JUST BEFORE GRADUATION, TOO!

'SMATTER, USELESS? CAN'T YOU TELL WHEN A CHICK WRITES YOU OFF? YOU'VE *HAD* IT, PARKER!

WELL, WELL! SINCE WHEN DID *YOU* BECOME THE "DEAR ABBY" OF MIDTOWN HIGH?

WHOOP! I ALMOST FORGOT! I OWE FEARLESS FLASH A VOTE OF THANKS!

BY THE WAY, BIG MOUTH, I APPRECIATE YOU SQUARING THINGS WITH PRINCIPAL DAVIS FOR ME!

FORGET IT! I DIDN'T DO IT FOR *YOU!* FLASH THOMPSON DOESN'T LET *ANY* MEATBALL TAKE THE RAP FOR HIM!

AS FAR AS *I'M* CONCERNED, THE SOONER THEY BOUNCE YOU *OUT* OF HERE, THE BETTER! AND IF YOU DON'T STAY AWAY FROM *LIZ*, I MIGHT DO THE BOUNCING *MYSELF!*

NOW I SEE WHY YOU'RE SO *POPULAR*, FLASH! IT'S BECAUSE OF YOUR GENTLE NATURE AND SUNNY DISPOSITION!

THE POOR KNUCKLE-HEAD DOESN'T KNOW IF HE'S BEING PRAISED OR PANNED!

A FEW HOURS LATER...

BECAUSE IT'S SO CLOSE TO GRADUATION, THE SENIOR CLASS CAN LEAVE *EARLY*, TO GIVE YOU TIME TO ATTEND TO YOUR GOWNS, CAPS AND OTHER ODDS AND ENDS...!

NOT TO MENTION A CERTAIN *SPIDER-MAN* COSTUME WHICH I'VE GOT TO GET BACK BY HOOK OR CROOK!

SAY, LIZ! BEFORE YOU HEAD FOR HOME, HOW'S ABOUT HAVIN' A SODA WITH ME...?

NOT NOW! NOT TOMORROW! NOT *EVER!* DO I MAKE MYSELF *CLEAR?*

AH *HA!* SO I'M NOT THE *ONLY* ONE SHE'S MAD AT!

THERE'S SOMETHING BOTHERING LIZ...BUT I CAN'T WORRY ABOUT IT *NOW!* THIS IS MY CHANCE TO TRY THE LITTLE *PLAN*, I'VE BEEN HATCHING!

LATER, AT THE HOME OF SPENCER SMYTHE, INVENTOR EXTRAORDINARY, (WHOM YOU MET IN *SPIDER-MAN* #25, REMEMBER?)...

ALTHOUGH I WON THE BATTLE WITH SMYTHE'S *ROBOT*, I LEFT MY *COSTUME* BEHIND! BUT, IF I PLAY MY CARDS RIGHT, I SHOULD BE ABLE TO GET IT BACK NOW!

HOPE HE'S *IN!*

BRRING!

HELLO, MR. SMYTHE, REMEMBER ME?

OF *COURSE!* YOU'RE PETER PARKER! THE ONE WHO TALKED JONAH JAMESON INTO USING MY ROBOT TO TRY TO CAPTURE *SPIDER-MAN!*

WHAT CAN I *DO* FOR YOU?

THE LAST TIME YOU USED THE ROBOT, SPIDER-MAN MANAGED TO *WIN!* I WAS WONDERING IF YOU'VE MADE ANY *IMPROVEMENTS* ON IT SINCE THEN?

NO, I HAVEN'T HAD TIME! SINCE REPAIRING IT, I'VE BEEN BUSY WITH A *NEW* PROJECT!

COME IN, PARKER! YOU CAN LOOK AT THE ROBOT IF YOU LIKE, WHILE I CONTINUE WHAT I WAS WORKING ON!

GOOD! JUST WHAT I WANTED!

AS YOU KNOW, THE ROBOT WAS CREATED TO RELENTLESSLY FOLLOW AND CAPTURE *SPIDER-MAN*, BEING ATTRACTED BY ANYTHING THAT HAS TO DO WITH *SPIDERS!*

WHAT ON EARTH...?!! WHY WOULD IT LUNGE AT *YOU?!!*

UH-OH! I WAS *AFRAID* THIS MIGHT HAPPEN!

MY ROBOT WOULD NEVER ACT THAT WAY UNLESS IT SENSED SOMETHING *SPIDERY* NEARBY! CAN IT BE THAT *YOU*... ??!

FORGET IT, MISTER! IT'S THIS *PACKAGE* I'M HOLDING! SHUT OFF THE MACHINE AND I'LL *SHOW* YOU!

VERY WELL, PARKER... BUT DON'T TRY ANY *TRICKS!* I CAN PRESS THIS BUTTON AGAIN FASTER THAN YOU CAN MAKE A MOVE!

I HATE TO *DISAPPOINT* YOU, BUT YOU'VE BEEN READING TOO MANY SCIENCE FICTION STORIES! WAIT'LL I UNWRAP THIS THING...!

KLIK!

HERE! IT'S JUST A JAR OF SPIDERS... I THOUGHT THEY MIGHT HELP YOU WITH YOUR RESEARCH!

WHEW!..AM I GLAD I THOUGHT OF BRINGING THEM!

OF COURSE! *THAT'S* WHY MY ROBOT LASHED OUT! I SHOULD HAVE KNOWN A TEENAGER LIKE YOU COULDN'T BE THE MYSTERIOUS *SPIDER-MAN!*

SPEAKING OF SPIDER-MAN, I UNDERSTAND THAT YOU HAVE HIS *COSTUME!* COULD I HAVE A *LOOK* AT IT? IT MIGHT MAKE A GOOD PHOTO FEATURE FOR THE "DAILY BUGLE"!

HELP YOURSELF, PARKER! IT'S OVER THERE! I HAVEN'T HAD TIME TO EXAMINE IT, YET!

THE DOORBELL! THAT MUST BE MY ASSISTANT! AND ABOUT *TIME*, TOO! HE'S A HALF HOUR LATE!

BRINNG!

I'LL GET OUT OF YOUR WAY IN A MINUTE! ALL I WANT IS ONE LOOK AT THIS COSTUME!

SO FAR, SO GOOD! I'LL JUST SWITCH MY SHRUNKEN STORE-BOUGHT COSTUME FOR MY OLD ONE! AFTER ALL, IT *DOES* BELONG TO ME!

AND THAT'S THAT! NOW I'LL JUST... HEY! WHAT'S GOING ON?

BUT, YOU *CAN'T* WALK OUT ON ME *NOW!* I SUPPLIED ALL THE MONEY, ALL THE EQUIPMENT! THE WHOLE *IDEA* WAS MINE!

SO *WHAT?* WE WORKED ON IT *TOGETHER*, DIDN'T WE? I'M TAKING MY SHARE AND SELLING IT TO THE HIGHEST BIDDER! AND YOU CAN'T *STOP* ME!

FRA

I NEVER *DID* TRUST YOU, RAXTON, BUT THIS TIME YOU'VE GONE *TOO FAR!* I WON'T LET YOU *DO* IT!

LOOK, SMYTHE... THIS *LIQUID METAL ALLOY* IS WORTH A *FORTUNE*, AND I'M NOT WAITING ANY *LONGER* TO GET MY SHARE! NOW GET OUT OF MY WAY!

BUT, IT'S STILL *UNTESTED!* WHAT IF SOMETHING SHOULD GO *WRONG??* DON'T YOU UNDER-STAND... *UHHH!*

SURE I UNDERSTAND! WHILE *YOU* STAY HERE AND TEST IT, *I'LL* BE LIVIN' OFF THE FAT OF THE LAND WITH MY SHARE!

I *SAID* GET OUT OF MY WAY!

KLIK

SNAP

KLIK!

THAT'LL SHOW YOU I'M NOT *KIDDING!* IF YOU WANT *MORE* JUST ASK FOR IT!

I'D BETTER HELP SMYTHE *STOP* HIM! I SHOULD BE ABLE TO DO IT WITHOUT GIVING AWAY MY SPIDER POWER! AFTER ALL, HE'S JUST AN ORDINARY GUY!

I WON'T LET YOU *DO* IT! IT BELONGS TO *ME!* YOU'RE NOT ROBBING ME OF MY WORK, YOU CROOK! YOU WON'T GET AWAY WITH THIS!

HOLD HIM, MR. SMYTHE! I'LL *HELP* YOU...!

OH, *NO?* JUST *WATCH* ME!

BUT, AT THAT SPLIT-SECOND...

OH, *NO!* WHEN HE BUMPED INTO THE CONTROL PANEL, HE MUST HAVE ACTIVATED THE *ROBOT* AGAIN! IT'S *GRABBING* ME... AND I'VE NO BOTTLE OF SPIDERS AS AN *ALIBI* THIS TIME!

WHEN YOU WAKE UP, SMYTHE, YOU CAN START MAKING SOME *MORE* LIQUID METAL ALLOY! BECAUSE YOU'LL NEVER SEE *THIS* BATCH OF IT AGAIN!

UHHH!.. BLAST IT! THE WEIGHT OF THE GLASS JAR IS THROWING ME OFF BALANCE!

I'M *FALLING!*

THE JAR STRUCK THE WALL... IT *BROKE!!* THE LIQUID IS ALL *SPILLING OUT!*

THIS MEANS WE *BOTH* LOSE!! IT WAS THE ONLY BATCH WE PRODUCED! WE'LL HAVE TO START ALL *OVER* AGAIN!

BUT THEN, THE SIGHT WHICH GREETS PETER PARKER'S STARTLED EYES IS SO INCREDIBLE, THE TEENAGER MOMENTARILY FORGETS HIS *OWN* PREDICAMENT...

THE ALLOY COVERED RAXTON FROM HEAD TO FOOT!

BUT *NOW* WHAT'S HAPPENING??

THE METAL ALLOY HAS BEEN *ABSORBED* BY MY SKIN!

THIS IS *HORRIBLE!!* GASP... WHAT HAVE I *DONE* TO MYSELF?!!

SO SHOCKED IS THE MAN CALLED RAXTON, THAT HE FAILS TO NOTICE PETER PARKER AS HE WALKS PAST HIM... HIS DAZED MIND ONLY CENTERED ON HIS OWN STRANGE PLIGHT...!

I FEEL AS THOUGH THE ALLOY IS SINKING RIGHT INTO MY BLOOD STREAM!

SMYTHE SAID IT WAS STILL UNTESTED... HOW WILL IT *AFFECT* ME??

I'VE GOT TO FORGET *RAXTON* AND FIND A WAY TO FREE MYSELF BEFORE *SMYTHE* RECOVERS! *THIS* TIME HE'LL BE SURE TO GUESS WHO I REALLY AM!

I HAVE TO LEAVE! I'LL GET TO A *DOCTOR!* OR, A *HOSPITAL*.. IF THERE'S STILL TIME...!

I KNOW MY *SPIDER-STRENGTH* CAN'T FREE ME FROM THESE SPECIALLY-MADE STEEL BANDS, BECAUSE I'VE TRIED IT BEFORE!

SO, IT'S ALL UP TO MY LITTLE *WEB-SHOOTER* NOW!

MAN! AM I *GLAD* I'VE SPENT HOURS PRACTICING MY *MARKS-MANSHIP* WITH THIS THING!

KLIK!

I *DID* IT! I SHUT OFF THE *POWER!*

AND, JUST IN THE NICK OF *TIME!* SMYTHE IS COMING TO!

RAXTON! I'VE GOT TO STOP RAXTON!

LOOKS LIKE YOU'RE TOO *LATE*, MR. SMYTHE! HE KNOCKED YOU OUT AND MADE HIS ESCAPE BEFORE I COULD *STOP* HIM!

BUT HE DIDN'T GET AWAY WITH YOUR *ALLOY*... NOT IN ITS GLASS JAR, ANYWAY! IT SPILLED ALL *OVER* HIM!

OH, *NO!* ALL MY MONTHS OF WORK... DOWN THE DRAIN!

YOU'RE STILL GROGGY FROM THAT BLOW! GIVE ME RAXTON'S ADDRESS, AND I'LL CONTACT THE POLICE AND TELL THEM WHERE TO FIND HIM!

SURE!... I'LL GIVE YOU HIS ADDRESS! BUT, WHAT DIFFERENCE DOES IT MAKE? THE ALLOY IS ALL *GONE* NOW! ALL THAT WORK... ALL THOSE LONG WEARY HOURS... WASTED!

MEANWHILE, A FEW BLOCKS AWAY...

STRANGE... I DON'T FEEL ANY *PAIN!* THE ALLOY DOESN'T SEEM TO BE *HURTING* ME!

HEY! MOVE IT, MAC! YOU'RE BLOCKIN' TRAFFIC!

HONK! HONK!!

YOU DUMB-LOOKIN' *CREEP!* DON'TCHA KNOW BETTER THAN TO DO YOUR DAYDREAMIN' IN THE MIDDLE OF THE *ROAD*?!?!

WHO DO YOU THINK YOU'RE CALLIN' A *CREEP*?!

THEN, ALMOST WITHOUT CONSCIOUS THOUGHT, THE MOLTEN-SKINNED MAN LASHES OUT IN RAGE, STRIKING AT THE OBJECT NEAREST HIM ...!

NOBODY TALKS TO *ME* LIKE THAT!

WHHONK!

THEN, SLOWLY, STAGGERINGLY...THE AWESOME REALIZATION DAWNS...!

I BUCKLED THIS STEEL HOOD WITH MY *BARE HANDS!*

THE METAL ALLOY... IT'S GIVEN ME SOME FORM OF *SUPER STRENGTH!*

EVEN THOUGH MY FINGERS ARE STILL FLEXIBLE, THEY HAVE THE POWER OF SOLID METAL!

I CAN USE THEM LIKE *WEAPONS*... WITHOUT FEELING ANY PAIN!!

HAH! THAT FRIGHTENED FOOL LEAPED OUT OF HIS CAR AND RAN OFF! LET HIM *GO!* LET THEM *ALL* GO! THEY CAN'T HARM *ME!*

I'VE BECOME AN ACTUAL *MOLTEN MAN!* I CAN DO ANYTHING...TAKE ANYTHING...!

I'VE BEEN GIVEN *POWER!!* POWER BEYOND MY WILDEST DREAMS!

EVERYBODY... *OUT OF MY WAY!!* FROM NOW ON, YOU'LL *RUN* WHEN YOU SEE ME COMING! *NO ONE* CAN STAND UP TO THE *MOLTEN MAN!*

BUT, A FEW BLOCKS AWAY, A COLORFUL FIGURE EFFORTLESSLY SWINGS OVERHEAD, SUPREMELY CONFIDENT IN HIS DRAMATIC, ORIGINAL COSTUME...!

NOW THAT SMYTHE TOLD ME WHERE RAXTON LIVES, I'LL HEAD FOR HIS APARTMENT AND SEE IF HE'S REACHED THERE YET!

WOW! WHAT HAPPENED DOWN *THERE?!*

I HEARD THE CROWD MENTION A MAN WITH *MOLTEN* SKIN! CAN *RAXTON* HAVE DONE THAT?!!

SECONDS LATER...

THE EYE-WITNESSES CLAIM SOME GUY WITH MOLTEN SKIN PLOWED THROUGH THE STREET LIKE A SHERMAN TANK!

BRO-*THER!* HOW DO WE REPORT A THING LIKE *THAT* TO THE PRECINCT?

AND, IN A NEARBY ALLEY...

TOO MANY COPS AROUND! I'LL STAY OUT OF SIGHT TILL I MAKE SOME PLANS!

THAT *HAT* WILL HELP ME TO ESCAPE BEING NOTICED!

IF I KEEP IN THE SHADOWS, I SHOULD BE ABLE TO MAKE IT HOME WITHOUT ANY TROUBLE...!

MADE IT! NOW I'M *REALLY* SAFE! SAFE TO MAKE MY PLANS... TO FIGURE OUT A WAY TO CASH IN ON MY NEW-FOUND *POWER!*

IT WAS A ONE-IN-A-MILLION ACCIDENT THAT GAVE ME THIS CHANCE... AND I'M NOT GONNA DO *ANYTHING* TO BLOW THE BIT!

I'VE GOT TO DREAM UP A A REALLY *BIG* CRIME... ONE THAT'S WORTH ALL MY POWER!

BUT FIRST, I'LL FIND A *HIDEOUT* BEFORE SMYTHE SENDS THE POLICE HERE!

HOLD IT, RAXTON! *YOU'RE* NOT GOING ANYWHERE!

SPIDER-MAN! WHAT ARE *YOU* DOING HERE?

OH, JUST *HANGING AROUND!*

LOOK, SUPPOSE YOU SAVE US *BOTH* A LOT OF TROUBLE BY GIVING YOURSELF UP! THERE AREN'T ANY REAL SERIOUS CHARGES AGAINST YOU!

BUT THERE *MAY* BE IF YOU KEEP RUNNING AROUND TOWN, WRECKING THINGS!

FOOL! YOU DON'T SUSPECT MY *STRENGTH!*

EVEN *YOU* CAN'T STOP ME! I'VE GOT THE POWER OF *MOLTEN METAL!*

YOU SHOULD HAVE TOLD ME SOONER... I'D HAVE BAKED A CAKE!

I HOPE I CAN STAY OUT OF HIS WAY! I DON'T WANT TO GO TO *GRADUATION* WITH BRUISES ON MY FACE!

WHUMP!

SAY! HE'S NOT *KIDDIN'* WITH THAT PUNCH OF HIS!

LOOK, RAXTON... SMASHING UP THE PLACE ISN'T GOING TO DO ANY GOOD! SUPPOSE WE TALK THIS OVER...?

HAH! I *KNEW* IT! YOU'RE *SCARED!* YOU'RE TRYING TO GET *OUT* OF IT!

ME, SCARED?? SAY THAT *AGAIN* AND THE SUPER-HEROES' UNION WILL PICKET YOU AROUND THE CLOCK!!

NOW, LET'S YOU AND ME TAKE A LITTLE WALK TO THE NEAREST POLICE STATION!

GET YOUR *HAND* OFF ME!!

YOU'RE NOT DEALING WITH SOME CHEAP, PENNY-ANTE CROOK NOW!! WHEN I GET AHOLD OF YOU, I'LL...!

I KNOW! I KNOW! THEY *ALL* MAKE THE SAME CORNY SPEECH!!

HEY! I DON'T LIKE THE *LOOKS* OF THIS!!

I COULDN'T *BUDGE* HIM! HE STOOD HIS GROUND AND SHOOK ME OFF WITHOUT HALF-TRYING!

THEN, BEFORE THE AMAZING TEENAGER CAN RECOVER HIMSELF ...!

YEEOWWFFF!

HE'S GOT A PUNCH LIKE A SLEDGE HAMMER!

HAH! I KNEW I'D LAND ONE ON YOU SOONER OR LATER!

WOK!

SO! YOU WERE GONNA SKIP DOWN TO THE POLICE STATION WITH ME, HUH? STILL THINK IT'LL BE THAT EASY, WISE GUY?

DON'T LET A COUPLE OF LUCKY PUNCHES GO TO YOUR HEAD, RAXTON! YOU'RE NOT EXACTLY FIGHTING A MAYPOLE DANCER!

THAK!

YOU'RE TRYING TO SOUND FLIPPANT, BUT I KNOW YOU FELT THOSE PUNCHES...!

I'LL ADMIT I WOULDN'T WANT A STEADY DIET OF THEM ... BUT, NOW LET'S SEE HOW YOU CAN TAKE IT!!

CLOP!

I HOPE YOUR BLUE CROSS IS ALL PAID UP, RAXTON ... BECAUSE I'M THROUGH KIDDING AROUND WITH YOU!

BYOINK!

YOU SHOULD BE FLATTERED, FELLA...I USUALLY SAVE THIS PUNCH FOR CELEBRITY-TYPE VILLAINS!

HEY! WHAT GIVES ??? HE'S STILL STANDING!!

NOW, YOU CONCEITED, SWELL-HEADED, LOUD-MOUTHED FOOL, PERHAPS YOU REALIZE YOU'VE FINALLY BITTEN OFF MORE THAN YOU CAN CHEW!

HE'S NOT JUST CHOMPIN' HIS GUMS! I'D BETTER USE MY *WEBBING!*

SO! YOU'RE FORCED TO RESORT TO YOUR ARTIFICIAL SPIDER WEB, EH?

THWIP!

THWIP!

WELL, *THIS* IS WHAT I THINK OF YOUR WEBBING... AND OF *YOU!*

IT WOULDN'T *STICK* TO HIS SLICK, MOLTEN SKIN! *NOW* WHAT DO I DO??

SINCE *YOU'RE* IN COSTUME, *I'LL* CREATE A SIMILAR EFFECT! THERE! FROM NOW ON, *EVERY-ONE* WILL RECOGNIZE THE *MOLTEN MAN!*

A FIGHT LIKE *THIS* I NEEDED LIKE A HOLE IN THE HEAD!

YOU CAN'T HURT ME WITH YOUR FISTS, OR ENSNARE ME WITH YOUR *WEB!* SO, WHAT DO YOU TRY *NEXT*, MASKED MAN?

SEARCH *ME!* MAYBE WE COULD HAVE A *TIDDILY-WINK* CONTEST!

KRUNTCH!

VER-RY FUNNY!

SO, WHY AREN'T YOU *LAUGHING?*

THUD!

BOK! WONK!

MUST YOU BE SUCH AN EAGER BEAVER ?? EVEN DOC OCK USED TO STOP TO CATCH HIS BREATH NOW AND THEN!

WHEN I'M THROUGH WITH YOU, YOU'LL WISH YOU WERE FIGHTING ONE OF YOUR OLD-TIME PUSHOVER ENEMIES!

NOW WAIT A MINUTE! I FEEL REAL SENTIMENTAL ABOUT MY OLD SPARRING PARTNERS!

SO LET'S HEAR YOU SPEAK A LITTLE MORE RESPECTFULLY ABOUT THEM!

I KNEW IT! YOU'RE NOTHING BUT A FULL-TIME NUT!

AND, WHAT'S EVEN WORSE, YOUR PUNCHES ARE GETTING WEAKER AND WEAKER!

HE'S WRONG! I'M SWINGING AS HARD AS EVER! BUT, HE'S TELLING THE TRUTH... I'M JUST NOT HURTING HIM!

IT'S NO PICNIC BEING HIT BY A MOLTEN FIST, IS IT ??

...ESPECIALLY IF YOU'RE KICKED BY A MOLTEN TOE AT THE SAME TIME!

THE GREAT SPIDER-MAN!! HAW.. WHAT A LAUGH!

NOK!

BLAPP!

SECONDS LATER, THE TWO COMBATANTS FIND THEMSELVES STILL TRADING BLOWS ABOVE THE CELLAR STAIRS, AND THEN ...!

I'LL FINISH YOU OFF DOWN HERE... WHERE NOBODY WILL SEE IT!!

AFTER ALL, I WOULDN'T WANT TO EMBARRASS A FAMOUS CRIME-FIGHTER LIKE YOU!

THAT'S ONE THING I'VE GOTTA SAY ABOUT YOU, RAXTON.. YOU'RE ALL HEART!

IF I WERE YOU, SPIDER-MAN, I WOULDN'T WASTE MY BREATH ON THOSE CORNY REMARKS! YOU'LL BE NEEDING IT SOON!

HE ISN'T EVEN SCRATCHED!! HOW AM I GONNA STOP HIM ??!

NO SENSE WASTING MY STRENGTH PUNCHING HIM! I'LL JUST USE MY SPIDER SPEED TO DODGE HIS BLOWS!

ALL I HAVE TO DO IS CONNECT *ONCE* MORE, AND YOU'VE *HAD* IT, MISTER!

HE'LL *NEVER* CONNECT WHILE I HAVE MY SPEED!

HMMM! THAT *LIGHT BULB* GIVES ME AN IDEA!

A PENNY SAVED IS A PENNY EARNED... SO LET'S NOT WASTE ELECTRICITY!

TLANNKLE!

AND *NOW*, RAXTON! LET'S SEE HOW WELL YOU FIGHT IN THE *DARK!*

I..I CAN'T *SEE!*

IZZAT SO?? WHAT A PITY!

TOO BAD YOU DON'T HAVE A SWINGIN' *SPIDER SENSE* TO GUIDE YOU!

NOW I'M *REALLY* IN MY ELEMENT! FIRST THING I'LL DO IS MAKE A ROPE OF EXTRA-THICK WEBBING!

AND THEN, I'LL TIPPY TOE UP BEHIND RAXTON JUST AS QUIET AS A LITTLE MOUSIE!

AND NOW, GRABBING HIS FEET WITH MY DEFT, DEXTEROUS, DAZZLING DIGITS, I'LL HOG-TIE HIM EASY AS PIE!

UH UH! YOU SHOULDN'T HAVE REACHED OVER HERE TO GRAB ME! I HAD THIS LITTLE LOOP ALL WAITING FOR YOU!

THERE! NO MATTER HOW SLIPPERY YOUR SKIN IS, IF I PULL THOSE KNOTS TIGHT ENOUGH, YOU'VE HAD IT, CHUM!

I SUPPOSE YOU THINK I'M HELPLESS NOW, HUH?

HEAVENS, NO! YOU CAN STILL FLUTTER YOUR EYELIDS!

NOW GIVE YOUR TONSILS A REST WHILE I DRAG YOU OUT OF HERE!

HE IS SLIPPERY! WHILE I WAS HAULING HIM UP THE STEPS, HE WAS LOOSENING MY WEBBING AGAIN!

HOLD IT, GOLDEN BOY! YOU'RE NOT WIGGLING OUT OF THAT WEBBING A SECOND TIME!

THERE! YOUR HELPFUL OL' SPIDER-MAN WILL MAKE IT ALL NICE AND SNUG AGAIN!

SAY! YOU OUGHTTA DO SOMETHING ABOUT THOSE CALLOUSES! MAYBE THE LAUNDRY DETERGENT YOU'VE BEEN USING IS TOO HARSH!

HAH! I THOUGHT YOU'D GET CARELESS AND OVERCONFIDENT! NOW IT'S MY TURN!

OOOF!

I'LL KEEP SLAMMING YOU AROUND UNTIL YOU GET THAT WEBBING OFF ME!

WHAT'S WRONG WITH YOU?? HAVEN'T YOU ENOUGH SENSE TO KNOW WHEN YOU'RE BEATEN??

IF I HAD ANY SENSE, WOULD I BE IN A BUSINESS LIKE THIS??!

OKAY, I GUESS I'VE WAITED LONG ENOUGH!

WAITED?? FOR WHAT?? WHAT ARE YOU TALKING ABOUT?

YOU MEAN THERE'S SOMETHING YOU DON'T KNOW??!

WELL, I'LL ENLIGHTEN YOU, RAXTON! I WAS JUST LETTING YOU TOSS ME AROUND WHILE I WAITED FOR MY WEBBING TO HARDEN! AND NOW, EVEN YOU CAN'T GET LOOSE!

FOOTSTEPS! SOUNDS LIKE SOMEONE'S COMING!

YOU'RE NOT JUST GONNA LEAVE ME HERE LIKE THIS, ARE YOU?

DON'T WORRY, RAXIE... YOU WON'T BE LONELY! THEY SAY THE POLICE ARE REAL GOOD COMPANY!

MINUTES AGO I WAS ON TOP OF THE WORLD! AND NOW... I DON'T GET IT!

THIS IS WHERE SMYTHE SAID WE'D FIND THAT GUY WHO ... HEY! LOOK AT THAT!

SORRY I DON'T HAVE TIME TO STAY AND CHAT WITH THEM FOR A WHILE... BUT I'M IN A HURRY!

I WONDER HOW MANY OTHER FELLAS IN MY PROFESSION HAVE TO HURRY HOME IN TIME FOR THEIR HIGH SCHOOL GRADUATION?!!

THUS, A SHORT TIME LATER, AT THE HAPPY, HUMBLE, MORTGAGED HOME OF PETER PARKER ...

AUNT MAY! AREN'T YOU *READY* YET? THE GRADUATION CEREMONY *STARTS* IN A LITTLE WHILE!

YOU RUN ALONG, PETER DEAR! I'LL BE GOING WITH MRS. WATSON IN A HALF HOUR!

I KNOW YOU HAVE TO BE THERE EARLY, IN ORDER TO GET ALL PREPARED FOR THE BIG MOMENT!

OH, PETER, YOUR UNCLE BEN WOULD HAVE BEEN SO *PROUD* OF YOU!

MY LITTLE BOY... GRADUATING WITH HONORS!

WELL, IF "YOUR LITTLE BOY" DOESN'T GET GOING, HE'S LIABLE TO MISS THE WHOLE THING! DON'T BE LATE NOW, HEAR?

TO MY OWN NEPHEW'S GRADUATION? OH, *PETER!*

AND, THEN, AT MIDTOWN HIGH, THE BIG MOMENT FINALLY ARRIVES...

Y'KNOW, I AUTOMATICALLY FEEL 200% SMARTER WITH THIS CRAZY PANCAKE ON MY DOME!

I ALWAYS *SAID* YOU HAD A FLAT HEAD, CHARLIE, AND NOW WE *KNOW* IT!

ALL RIGHT, STUDENTS! IT'S TIME TO ASSEMBLE! SINGLE FILE, PLEASE...!

LOOK, MAY! THERE HE *IS!* IT'S *PETER!*

OH! ISN'T HE *HANDSOME!* LET'S *WAVE* TO HIM, DEAR!

THERE'S AUNT MAY, AND MRS. WATSON! BUT, *BETTY BRANT* ISN'T HERE! SHE MUST BE MORE ANGRY WITH ME THAN I *THOUGHT!**

*AS WE SAW IN SPIDEY #25 AND #26... STAN.

WE'LL SPARE YOU THE EXACT TEXT OF PRINCIPAL DAVIS' SPEECH, BECAUSE IT'S PRETTY MUCH LIKE EVERY OTHER HIGH SCHOOL GRADUATION SPEECH, EXCEPT FOR *THIS* PART...

FOR PROFICIENCY IN *ATHLETICS*, OUR WINNER IS *FLASH THOMPSON!*

AND NOW, I'M PROUD TO ANNOUNCE OUR TWO *SCHOLARSHIP AWARDS* TO EMPIRE STATE UNIVERSITY, HERE IN NEW YORK CITY!

YIPPEEE!

AND, FOR ACHIEVING THE HIGHEST *SCHOLASTIC* AVERAGE IN OUR SCHOOL'S HISTORY, A SCIENCE SCHOLARSHIP IS AWARDED TO *PETER PARKER!*

I *DID* IT!! THIS MEANS I CAN GO TO COLLEGE... *FREE!* GOSH, IT'S LIKE A *DREAM* COME TRUE!

BOY! THE CHICKS'LL GO *APE* OVER OL' FLASH *NOW!*

OUR GUEST SPEAKER IS THAT GREAT CIVIC LEADER AND JOURNALIST, MR. J. JONAH JAMESON, PUBLISHER OF THE "DAILY BUGLE"!

GROAN!!

ECHH THEY'RE MAKING US GET OUR DIPLOMAS THE *HARD* WAY!

AHEM...UNACCUSTOMED AS I AM TO PUBLIC SPEAKING, I SHALL NEVERTHELESS TELL YOU ABOUT *MYSELF*, WHEN I WAS YOUNG.. TO INSPIRE *YOU* TO REACH MY PINNACLE OF GREATNESS...!

SOMEONE GIVE ME AN ASPIRIN! I'M GONNA BE SICK!

YOU'LL NEED MORE THAN *ONE!* HE GETS WORSE AS HE GOES ALONG!

IS THAT A *SMILE*, OR, IS HE WEARING A *FRIGHT MASK?*

GOSH, LIZ IS STILL DOWN IN THE DUMPS! I'VE NEVER *SEEN* HER THAT WAY BEFORE! I WONDER WHAT'S WRONG?

LUCKILY, ALL THINGS COME TO AN END... EVEN SPEECHES BY J. JONAH JAMESON! AND SO, WHEN THE COMMENCEMENT IS FINALLY OVER...

THE ONLY THING THAT WOULDA MADE EVERY-THING *REALLY* PERFECT WOULD HAVE BEEN IF THEY HAD *SPIDER-MAN* MAKE THAT SPEECH INSTEAD OF OL' PRUNE-FACE!

PETER, DEAR, I JUST CAN'T TELL YOU HOW PROUD I AM THAT YOU WON THAT SCIENCE SCHOLARSHIP! THIS MEANS YOU'LL BE ABLE TO HAVE THE COLLEGE EDUCATION YOU'VE ALWAYS DREAMED OF!

THAT'S ALL I *NEED!* ANOTHER GIRL IN MY LIFE, TO COMPLICATE THINGS EVEN *MORE!*

AND I'LL NEVER BE ABLE TO REPAY *YOU* FOR ALL YOU'VE DONE TO HELP ME, AUNT MAY!

I CAN'T WAIT TO DASH HOME AND TELL MY DAUGHTER, MARY JANE, ABOUT IT! SHE'LL BE SO THRILLED!

LIFE HASN'T ALWAYS BEEN EASY, PETER, SINCE YOUR UNCLE BEN DIED, BUT SOMEHOW, THIS MAKES ALL THE SACRIFICES SEEM SO... WORTH-WHILE!

THERE'S PARKER! HE SOLD SOME PHOTOS TO A RIVAL PAPER THE OTHER DAY! I'VE GOT TO WIN HIM BACK TO THE *BUGLE* AGAIN!

WELL... *HEL-LO*, THERE!

PETER, MY BOY, YOU'RE A CREDIT TO THE *DAILY BUGLE!* I *KNEW* YOU'D JUSTIFY THE FAITH I ALWAYS HAD IN YOU! ...HRRMPH! HOW DID YOU ALL LIKE MY *SPEECH?*

YOU.. EH.. WERE IN FINE VOICE, MR. JAMESON!

OH, *YOU'RE* THE NICE MAN THAT PETER SELLS THOSE NEWS PHOTOS TO! I'M HIS AUNT MAY!

HIS *AUNT!* I THOUGHT YOU WERE HIS *SISTER!*

YES, INDEED, NOW I SEE WHERE PETER GETS HIS CHARM AND GOOD LOOKS FROM!

WHY, MR. JAMESON..!

PLEASE! JUST CALL ME J.J.J.!

EXCUSE ME A MINUTE, FOLKS! THERE'S SOMEONE I HAVE TO SEE!

YEESH! JONAH IS EVEN MORE REVOLTING WHEN HE TRIES TO BE NICE!

HOLD ON, LIZ! WE'VE KNOWN EACH OTHER FOR YEARS! I ALWAYS THOUGHT YOU LIKED ME! WHY AM I GETTING THE BIG FREEZE NOW?

WELL, SINCE WE MAY NOT BE SEEING EACH OTHER ANY MORE, I SUPPOSE I CAN TELL YOU NOW!

MY FEELING FOR YOU WAS MORE THAN JUST LIKING, PETEY! I-I HAD A CRUSH ON YOU! BUT YOU ALWAYS SEEMED TO PREFER OTHER GIRLS... BETTY BRANT... MARY JANE WATSON...

BUT...!

PLEASE... LET ME FINISH..!

YOU ALWAYS THOUGHT OF ME AS JUST A DIZZY BLONDE... AND, PERHAPS I AM! BUT, IT'S TIME FOR ME TO GRADUATE OUT OF THAT PART OF MY LIFE, ALSO!

BUT, LIZ... LISTEN! I WANT YOU TO KNOW...!

MY PARENTS ARE WAITING! I HAVE TO GO NOW! GOOD-BYE, PETEY... AND... GOOD LUCK!

WE'RE READY NOW, DEAR!

I WISH WE COULD HAVE SPOKEN LONGER! WELL, IT'S TOO LATE NOW! I'D BETTER GET OUT OF THIS ROBE ...

FLASH IS CERTAINLY HAVING A GOOD TIME! IT LOOKS LIKE I'LL BE STUCK WITH HIM FOR ANOTHER FEW YEARS, AT EMPIRE STATE U.!

I FEEL SO GOOD NOW, I DON'T EVEN MIND PUNY PARKER BEING IN THE SAME COLLEGE AS ME!

JONAH IS STILL GOING STRONG! HE SURE MUST WANT MY NEWS PHOTOS REAL BAD!

YES, THE NEWSPAPER BUSINESS IS ALWAYS EXCITING! ONCE I WAS EVEN ACCUSED OF BEING THE GREEN GOBLIN!

OH, DEAR! THAT'S AS RIDICULOUS AS ACCUSING MY NEPHEW PETER OF BEING SPIDER-MAN!

WELL, I HAVE TO BE RUNNING ALONG NOW! RUNNING A NEWSPAPER IS A VERY BIG JOB, YOU KNOW!

MY!! YOU'RE *SUCH* AN IMPORTANT MAN!

AH, YES! INDEED I AM!

NOW YOU BE SURE TO DROP AROUND THE OFFICE, PETER, MY BOY! DON'T BE SUCH A *STRANGER!*

THE OLD PHONY! HE CAN'T STAND THE *SIGHT* OF OF ME, AND WE BOTH *KNOW* IT!

AND REMEMBER, I *STILL* PAY TOP RATES FOR EXCLUSIVE NEWS PHOTOS!

SURE... BUT ONLY AFTER I TWIST YOUR ARM AND YELL AND SCREAM AND BEG!!

HEH HEH! WHAT A GREAT LITTLE KIDDER!

SUCH A CHARMING, SINCERE, WARM-HEARTED MAN! TO KNOW HIM MUST BE TO LOVE HIM!

BOY! WHEN THEY HAVE THE NEXT ACADEMY AWARDS, JONAH CAN'T MISS GETTING HIMSELF AN *OSCAR!*

I'LL GET MY JACKET, AND WE CAN GO...!

THEN, AS THE SUN BEGINS TO SET, AND THE CROWD THINS OUT, PETER PARKER TAKES A LAST WALK PAST THE SCHOOL WHICH HOUSES SO MANY MEMORIES...!

BUT, AS WITH ALL OF LIFE, IT ISN'T REALLY AN *ENDING* BUT A *BEGINNING!* THE BEGINNING OF A NEW CHAPTER IN THE LIFE OF THE WORLD'S MOST AMAZING TEENAGER... AND OF THOSE WHOM FATE HAS TOSSED INTO HIS WEB OF DESTINY!

NEXT ISSUE: TWO FAMILIAR FACES RETURN FROM THE PAST! ONE IS...THE *SCORPION!* AND THE OTHER ..YOU SHALL *SEE,* WHEN YOUR EAGER EYES BEHOLD THE WONDERMENT THAT AWAITS YOU IN *SPIDER-MAN #29!* SEE YOU THEN!

SPIDERMAN ANNUAL

72 BIG PAGES

MARVEL COMICS GROUP 25¢

SPECIAL KING SIZE ANNUAL!

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN

IND.

#2 1965

"THE WONDROUS WORLDS OF DOCTOR STRANGE!"

ALL NEW

PLUS..

3 OF SPIDEY'S EARLIEST, GREATEST, MOST-REQUESTED FULL-LENGTH EPICS!

SPIDER-MAN

"THE WONDROUS WORLD OF Dr. STRANGE!"

WRITTEN and EDITED BY THE TOAST of MARVEL: **STAN LEE**

PLOTTED and DRAWN BY THE BOAST of MARVEL: **STEVE DITKO**

LETTERED and BORDERED BY THE GHOST of MARVEL: **SAM ROSEN**

This COULD BE CALLED OUR "BE NICE TO STEVEY DITKO" ISSUE! WE WANTED TO FEATURE A REALLY OFF-BEAT YARN FOR SPIDEY'S ANNUAL, AND STEVERINO DREAMED THIS ONE UP! (THE FACT THAT HE ALSO DRAWS DOC STRANGE MAY HAVE HAD SOMETHING TO DO WITH IT!) SO, READY OR NOT, HERE WE GO...!

THERE ARE EIGHT MILLION STORIES IN THE BIG CITY, BUT YOU'VE NEVER SEEN *ANY* LIKE THIS ONE! AS THE SHADES OF NIGHT BEGIN TO FALL, A SILENT FIGURE PROWLS OVERHEAD! THUS DOES YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* MAKE HIS APPOINTED ROUNDS...!

EVERYTHING IS QUIET SO FAR! I MIGHT AS WELL HAVE STAYED HOME WITH A GOOD BOOK!...OR EVEN A BAD ONE!

THIS IS REALLY *DULLVILLE!* I CAN'T EVEN FIND A *LITTERBUG*, OR A *JAY-WALKER!*

ON A NIGHT LIKE THIS, I FEEL ABOUT AS USEFUL AS A SECOND-HAND TUBE OF *DINOSAUR REPELLANT!*

WELL, I MIGHT AS WELL LOOK AT THE *BRIGHT* SIDE! AT LEAST THIS IS KEEPING ME OUT OF THE POOLROOM!

MAYBE I CAN HELP A LITTLE OLD LADY CROSS THE STREET, SO THE EVENING WON'T BE A *COMPLETE* WASTE!

BUT, IN ANOTHER PART OF TOWN, A SITUATION IS ABOUT TO DEVELOP WHICH WILL SOON EMBROIL THE COSTUMED TEENAGER IN ONE OF THE MOST FANTASTIC BATTLES OF HIS LIFE! LET'S WATCH THIS TALL, SILENT STRANGER AS HE WALKS TOWARD... THE UNKNOWN...!

A TYPICAL BAR-ROOM BRAWL! PERHAPS *HERE* I SHALL FIND WHAT I SEEK!

TWO SAVAGE BULLIES! POWERFUL... ROUGH... PROUD OF THEIR STRENGTH... AND SORELY LACKING IN INTELLIGENCE! THEY WILL DO JUST *FINE!*

WE *SAID* WE COULD LICK ANY MAN IN THE PLACE... AND WE *MEANT* IT!

WHEW!... IT WOULD TAKE A *REGIMENT* TO STOP THOSE TWO! THEY'RE LIKE A COUPLE OF *TIGERS!*

SECONDS LATER, AFTER THE FESTIVITIES HAVE ENDED...

YOU TWO! COME HERE! I HAVE AN *OFFER* TO MAKE YOU!

GIT LOST, CREEP! CRAWL BACK INTO THE WOODWORK!

THAT WUZ TOO *EASY!* WE SHOULDA HAD ANOTHER DOZEN GUYS TO TOSS AROUND!

HEY! ARE *YOU* STILL AROUND? WE *TOLD* YA TO GIT *LOST*, DIDN'T WE?

YOU *FOOLS!* IT IS *I* WHO GIVE THE ORDERS! IT IS *YOU* WHO SHALL *OBEY* THEM!

I HAVE DECIDED THAT YOU SHALL BOTH *WORK* FOR ME!

WORK?? HEY, DIDJA HEAR THAT AWFUL *WORD* HE USED?? I WONDER WHAT IT *MEANS?!!*

HE'S ASKIN' FOR A FAT LIP... AND HE'LL *GET* IT... SOON AS I STOP *LAUGHIN'!*

BUT SUDDENLY, THE LOW-VOICED STRANGER'S EYES SEEM TO BURN WITH AN UNEARTHLY BRILLIANCE, AS A HYPNOTIC BOLT OF SHEER *FORCE* BLAZES OUT, SHATTERING THE AIR ABOUT HIM...!

SILENCE! WHEN *XANDU* COMMANDS, OTHERS *OBEY!!* MY WILL IS YOUR WILL!! THUS SPEAKS *XANDU!*

YOUR-WILL-IS-OUR-WILL!

XANDU-MUST-BE-OBEYED!

I SHALL GIVE YOU *POWER*, GREATER THAN YOU HAVE EVER DREAMED OF! AND, IN RETURN, YOU SHALL SERVE ONLY *ME!*

UNDER MY HYPNOTIC SPELL, YOU WILL FEEL NO PAIN...YOU WILL FEAR NO FOE!! AND NOW, TO TEST MY CONTROL OVER YOU...!

STRIKE...WITH ALL YOUR MIGHT! GOOD! *GOOD!*

YOU OBEYED *INSTANTLY!* AND UNDER MY SPELL, HE FELT *NOTHING!* THE BLOW DID NOT AFFECT HIM!

NOW, *YOU!* YOUR HAND IS A BAR OF *STEEL!* STRIKE THE HEAVY OAK COUNTER TOP...SHATTER IT WITH ONE BLOW OF YOUR *STEEL FIST!* THUS SPEAKS *XANDU!*

THUS-SPEAKS-XANDU!

THEN, SATISFIED WITH THE RESULT OF HIS HYPNOTIC HANDIWORK, THE MAN CALLED *XANDU* WALKS BACK FROM WHENCE HE CAME...FOLLOWED BY TWO POWERFUL, HULKING BEINGS WHOSE ONLY WILL IS *XANDU'S* WILL...!

MOMENTS LATER, IN A STRANGE, CANDLE-LIT CHAMBER, XANDU HOLDS ALOFT A SHIMMERING, GLEAMING OBJECT..!

AT LAST! I HAVE TWO SERVANTS WHO WILL OBTAIN THE *OTHER* HALF OF THIS WAND FOR ME!

FOR, HE WHO POSSESSES *BOTH* HALVES OF THE *WAND OF WATOOMB*, POSSESSES THE GREATEST POWER OF ALL!

THE MISSING HALF OF THIS ENCHANTED WAND WAS TAKEN FROM *ANOTHER DIMENSION*... BY THE MASTER OF THE MYSTIC ARTS... *DOCTOR STRANGE!!*

BUT, ONCE I WREST IT *FROM* HIM, IT IS I, *XANDU*, WHO WILL BE MASTER OF THE MYSTIC ARTS!! INDEED, I SHALL BE MASTER OF *ALL!*

NOW, *GO*, MY UNWITTING SLAVES! IT IS *YOU* WHO SHALL DEFEAT DR. STRANGE FOR ME!

WHILE I *GUIDE* YOU ON YOUR QUEST... THROUGH THE POWER OF MY *HYPNOTIC EYES!*

AND NOW, AS YOU MIGHT EXPECT, WE TURN TO *DR. STRANGE*, AS HE SILENTLY STUDIES A SACRED SCROLL IN HIS SHADOWY SANCTUM SANCTORUM ...!

ON THE SURFACE, THIS IS AN ANCIENT RECIPE FOR *BORSHT*... BUT, IF I READ BETWEEN THE FADED LINES...

SUDDENLY, HIS KEEN EARS DETECT THE SOUND OF DOUBLE DOORS SLAMMING OPEN, AND THEN...

INTRUDERS! INVADING MY PRIVACY! THEY SHALL PAY *DEARLY* FOR THIS AFFRONT!

ONE SIMPLE SPELL WILL SERVE TO... *NO!*

MY SPELL IS *USELESS!* THEIR MINDS ARE BLANK.. EMPTY! THEY ARE UNDER THE CONTROL OF *ANOTHER!!* BUT... *WHO??*

I MUST GAIN TIME ...TIME TO PONDER THIS PUZZLE!

I'LL CREATE A MULTI-FIGURED *ILLUSION*... TO DISTRACT THEM...TO KEEP THEM FROM GETTING WITHIN STRIKING DISTANCE OF ME!

BUT **XANDU**, WHO IS PRESENT THROUGH THE POWER OF HIS HYPNOTIC EYES, CAN DETECT THE **TRUE** DOCTOR STRANGE... AS HE GUIDES HIS TWO HUMAN CATS'-PAWS...!

MY ILLUSION DOES NOT FOOL THEM!

THERE IS NO TIME FOR FURTHER EVASIVE ACTION! I MUST DO **BATTLE!** BUT..THEIR **STRENGTH** IS INCONCEIVABLE!! ...**UHHHH!**

WITHIN SECONDS, THE VALIANT MASTER OF THE MYSTIC ARTS IS DOWNED... LAPSING INTO UNCONSCIOUSNESS, AS HIS ENCHANTED **AMULET** PROTECTS HIS STILLED FIGURE FROM FURTHER HARM!

WELL DONE! BUT NOW HE IS OF NO FURTHER INTEREST TO US! IT IS THE **WAND!** YOU MUST FIND THE OTHER HALF OF THE **WAND OF WATOOMB!**

IT MUST BE LOCKED SOMEWHERE! SMASH OPEN EVERY CABINET UNTIL IT IS FOUND! THUS SPEAKS **XANDU!**

WHUMP

WAIT! SEARCH NO LONGER! THE FATES HAVE SMILED UPON ME! THERE IT **IS!** WE'VE **FOUND** IT!

AND NOW, FOR THOSE WHO MAY THINK WE'VE FORGOTTEN WHAT MAGAZINE THIS IS SUPPOSED TO BE, WE OFFER PROOF THAT WE **DO** REMEMBER... BECAUSE HERE COMES SPIDEY **NOW!**

THOSE TWO FIGURES, STEALING OUT OF A SKYLIGHT... OBVIOUSLY **BURGLARS!** AND YET, THEY SOMEHOW SEEM LIKE... SLEEP WALKERS!!

I *KNEW* IF I SWUNG AROUND LONG ENOUGH I'D FIND *SOMETHING* TO BREAK THE MONOTONY!

STAY WHERE YOU ARE, BOYS! I'M IN THE MOOD FOR A SUMMIT CONFERENCE!

IT'S *SPIDER-MAN!!* BUT WE'VE COME TOO FAR TO BE STOPPED *NOW!* HE CANNOT HURT YOU! *SMASH HIM!*

HEY! ARE YOU GUYS *KIDDING?!!* TAKING A POKE AT *ME* IS LIKE INSTANT ANNIHILATION!

BUT I GUESS YOU WANNA BE ABLE TO BRAG TO YOUR GRANDCHILDREN THAT YOU WERE ONCE KNOCKED OUT BY SPIDEY... SO HERE'S YOUR *CHANCE!*

SAY! WHAT *GIVES?* IT'S LIKE HITTING A STONE WALL! THEY DON'T EVEN *FEEL* IT! I MUST BE *SLIPPING!*

BUT I *KNOW* MY PUNCHES HAVE THE SAME OL' *WHAMEROO* IN 'EM! SO IT ISN'T *ME!* IT'S *... THEM!*

I'M FIGHTIN' A COUPLE OF WALKING *POWER-HOUSES!*

THAT'S *IT!* KEEP SWINGING! HE CAN'T KEEP DODGING *FOUR* TIRELESS, THRASHING, POUNDING FISTS!

THEY CAUGHT ME FLAT-FOOTED! I'M OFF-BALANCE ... CAN'T GET AWAY!

WHOOFF!

I'LL NEVER COMPLAIN ABOUT CATCHING JAY-WALKERS AGAIN!

I'VE GOT TO GET SOME TIME TO CATCH MY BREATH! A LITTLE DOSE OF QUICK-STICK WEBBING OUGHT TO SLOW HIM DOWN!

THAT WEBBING IS LIKE *TISSUE-PAPER!* YOUR STRENGTH CAN TEAR IT WITH *EASE!* RIP IT APART... *NOW!*

THAT *SINKS* IT! I'M NOT FIGHTING ANY *ORDINARY* HOODS!

THESE TWO LOVEBIRDS HAVE *SUPER-STRENGTH*... AND ARE IMMUNE TO PAIN! ...UGH!...I WISH *I* WERE!!

EVEN MY OWN SPIDER-STRENGTH CAN'T TAKE A BEATING LIKE THIS FOREVER! I.. I'M STARTING TO BLACK OUT... EVERYTHING'S SPINNING AROUND..!

THUS, A FEW SECONDS LATER...

HE IS OF NO FURTHER CONCERN TO ME!

RETURN AT ONCE WITH THE OTHER HALF OF THE *WAND!* THUS SPEAKS XANDU!

THEY'RE LEAVING! BUT...I CAN'T LET IT *END* THIS WAY! I MUST MAKE SURE...I'LL BE ABLE TO *FIND* THEM AGAIN....!

AND MY LITTLE *SPIDER TRACER* IS JUST THE WAY TO *DO* IT...!

I'VE GOT TO BE ABLE TO *REACH* THEM...I'VE JUST *GOT* TO...!

...*DID* IT! NOW...NO MATTER *WHAT* HAPPENS...AFTER I'VE RESTED UP...I'LL BE ABLE TO *FIND* THEM...IN TIME FOR *ROUND TWO!*

AND, MOMENTS LATER...

THE OTHER HALF OF THE *WAND OF WATOOMB!!* AT *LAST!*

JOINING THE TWO GLOWING HALVES WITH TREMBLING FINGERS, THE EVIL *XANDU* FINALLY HOLDS THE COMPLETE OBJECT IN ONE HAND...FEELING A NEW SURGE OF SHEER *POWER* PULSATING THROUGH THE VERY FIBERS OF HIS BEING!!

IT'S THE GREATEST SOURCE OF MYSTIC POWER EVER POSSESSED BY ONE MAN...AND IT'S MINE... *MINE!!*

WITH THIS WAND, I CAN OPEN THE SEALED DOORWAYS BETWEEN DIMENSIONS ... I CAN CREATE PASSAGES TO OTHER WORLDS ... OTHER TIMES!!

I CAN SEE ANY PLACE ... ANY OBJECT ... ANY PERSON I THINK OF!!

THERE IS *DR. STRANGE*, STILL UNCONSCIOUS!! EVEN *HE* CAN NO LONGER THREATEN ME ... NOW THAT THE *WAND OF WATOOMB* IS MINE!

WITH ONE SINGLE THOUGHT I CAN DESTROY THAT STATUE BEHIND HIM!

NOTHING IS SAFE FROM ME, SO LONG AS I CAN CONJURE UP ITS VISION WITHIN THE SCENE MY WAND CREATES!

SLOWLY, INEXORABLY, RELENTLESSLY, I SHALL DESTROY MY *ENEMIES*, ONE BY ONE, UNTIL NONE REMAIN TO DEFY ME!

AND *DR. STRANGE* SHALL BE THE *FIRST* TO BECOME MY *VICTIM!*

BUT, SO ENGROSSED IS *XANDU* IN HIS OWN SINISTER PLANS, THAT HE FAILS TO NOTICE THE DRAMATIC FIGURE WHO SILENTLY SLITHERS ALONG THE WALL OUTSIDE ...

A DABBLER IN BLACK MAGIC! I SHOULD HAVE *GUESSED* THAT SOME SUCH POWER WAS BEHIND THE TWO WHO FOUGHT ME!

THEN, AS THE AMAZING WEB-SPINNER DRAWS NEARER ...

WHA ...? *SPIDER-MAN!!*

CONGRATULATIONS! YOU JUST SAID THE MAGIC WORD!

FOOL! YOU DIDN'T KNOW WHEN YOU WERE WELL-OFF!

THAT'S A FAILING WE SPIDER-MEN HAVE!

IF YOU'RE *DETERMINED* TO HIT ME WITH THAT THING...

...I'M AFRAID I'LL HAVE TO TAKE IT *AWAY* FROM YOU!

CAUGHT BY SURPRISE BY SPIDEY'S SUDDEN MANEUVER, XANDU DROPS THE ENCHANTED WAND AS THE QUICK-STICK WEBBING COVERS HIS EYES, OBSCURING HIS VISION...!

MY EYES! I...I CAN'T *SEE!*

BUT, IN THE NEXT SPLIT-SECOND, XANDU LASHES OUT WITH A MIGHTY *SPELL*...AN INCANTATION OF SUCH FORCE AND POWER THAT THE VERY WALLS BEGIN TO SHAKE...!

DEMONS OF DARKNESS! IN THE NAME OF SATANNISH! BY THE FLAMES OF FALTINE! LET SPIDER-MAN *VANISH!*

IT..IT ISN'T *POSSIBLE!!* AND YET..UNLESS I'VE LOST MY *MIND*... I'M ACTUALLY *FADING AWAY!*

THERE! I FREED MYSELF OF HIS WEBBING JUST IN TIME!

SPIDER-MAN SHALL *NEVER* INTERFERE WITH ME AGAIN!

DON'T *BET* ON IT, BRIGHT EYES! IF I'VE GOTTA GO, I'M TAKING YOUR LITTLE DOOHICKEY *WITH* ME!

NO! STOP! YOU *MUSTN'T..!*

I'M TOO *LATE!* HE TOOK IT WITH HIM, INTO THE UNKNOWN DIMENSION TO WHICH I BANISHED HIM!

BUT, I'LL GET IT *BACK!* I *MUST* GET IT BACK! AND *YOU TWO* SHALL BE THE ONES TO *DO* IT!

MEANWHILE, A STARTLED SPIDER-MAN FINDS HIMSELF IN A PLACE WHICH COULD SERVE AS A STAGE SETTING FOR *ALICE IN WONDERLAND*...!

I..I DON'T HAVE AN IDEA WHERE I *AM!* BUT *ONE* THING IS FOR SURE ...

..IT'S GONNA TAKE MORE THAN A 15¢ BUS RIDE TO GET ME BACK TO FOREST HILLS IN NEW YORK!

ANYWAY, I'M GLAD I GRABBED THIS CRAZY *WAND!* IF THERE'S ANY CHANCE OF FINDING ME, XANDU IS *SURE* TO COME AFTER ME NOW!

WELL, WELL! HERE COME THE TWO HAPPINESS BOYS! XANDU CERTAINLY DIDN'T WASTE ANY *TIME!*

NOW THAT I KNOW WHAT YOU'RE AFTER... AND WHERE YOU GET YOUR *POWER* FROM, I'LL BE ABLE TO PUT UP A BETTER FIGHT... OR HAVE YOU ALREADY NOTICED?

I'LL HAVE TO KEEP THIS UP UNTIL THEY HEAD FOR HOME, AND THEN TRY TO *FOLLOW* THEM!

AT LEAST YOU GUYS DON'T TRY TO *TALK* A FELLA TO DEATH, LIKE SOME *OTHERS* I'VE FOUGHT!

MEANWHILE, IN HIS MYSTIC RETREAT IN GREENWICH VILLAGE, *DR. STRANGE* FINALLY RECOVERS CONSCIOUSNESS...

MY HALF OF THE ENCHANTED *WAND OF WATOOMB* IS GONE! SO *THAT'S* WHAT THEY WERE AFTER!

BUT IT *MUST* BE FOUND! ITS POWER IS TOO GREAT TO BE ALLOWED TO FALL INTO OTHER HANDS!

THUS, THE POWER OF MY *AMULET* SHALL GUIDE ME TO THE ONE I SEEK!

I SHALL TAKE MY MAGIC *CLOAK OF LEVITATION* AND FOLLOW, NO MATTER *WHERE* THE TRAIL MAY LEAD!

THEN, IN THE NAME OF THE ALL-SEEING EYE OF AGAMOTTO, THE WAND SHALL BE RETRIEVED, THOUGH THE VIPERS OF VALTORR THEMSELVES MAY BLOCK THE WAY!

MEAWHILE ...

THIS IS *RIDICULOUS!* HERE I AM, PUTTING UP ONE OF THE GREATEST FIGHTS OF MY STAR-STUDDED CAREER, AND THERE'S NO ONE AROUND TO APPLAUD AND CHEER!

AND WHAT'S EVEN *WORSE*, THESE TWO ANIMATED PUNCHING BAGS DON'T SEEM TO FEEL A *THING!*

KEEP FIGHTING!! HE *HAS* TO WEAKEN SOON! GOOD! *GOOD!* YOU ALMOST *SEIZED* IT THEN!

ONCE THEY RETRIEVE IT AGAIN, I SHALL BRING IT BACK FROM THE BEYOND, AND SUPREME POWER SHALL BE *MINE* ONCE MORE!

NEVER, MAN OF EVIL! NOT WHILE *DR. STRANGE* LIVES!

YOU! YOU FOUND ME! BUT... *HOW?!*

MANY ARE THE POWERS OF THE MASTER OF THE MYSTIC ARTS!

BAH! WORDS ALONE CANNOT DEFEAT ME! HERE, WITHIN THE WALLS OF MY OWN SANCTUM, IT IS XANDU WHO IS THE MASTER!

NOT SO, BETRAYER OF THE SORCERER'S CODE!

WITHOUT THE ELEMENT OF SURPRISE IN YOUR FAVOR, SEE HOW EASILY I SHATTER YOUR CRUDE, DEFENSIVE SPELLS!

IT IS TRUE! ALONE AND UNAIDED, MY POWER IS NO MATCH FOR HIS!

SURRENDER NOW, I COMMAND YOU! SOON, THE FURY OF MY ATTACK SHALL BE SO STRONG, THAT NOTHING CAN STOP IT!

I MUST DO AS HE ORDERS, OR... NO!

THEY ARE HERE! I AM SAVED! NOW I AM THE MASTER AGAIN!

I HAD TO LET THEM GET ME, IN ORDER FOR THEM TO BRING ME BACK! BUT NOW... I'VE GOT TO FIND A WAY TO ESCAPE ANEW!

WHAT HAVE WE HERE? THERE IS MORE TO THIS AFFAIR THAN FIRST I SUSPECTED!

PERFECT! STRANGE IS MOMENTARILY STARTLED! I MUST MOVE QUICKLY, WHILE I CAN!

AND NOW, I SHALL *RELIEVE* YOU OF THAT WAND ... FOR THE *LAST* TIME!

DISPOSE OF HIM NOW, MY WITLESS ONES! HE HAS SERVED HIS PURPOSE!

OH, WELL... HERE WE *GO* AGAIN!

AS FOR *ME*, WITH THE AID OF MY ENCHANTED PRIZE, I SHALL DESTROY DR. STRANGE... *FOREVER!*

HE NOW HOLDS THE *COMPLETE* WAND OF WATOOMB ... MAKING HIM THE MOST POWERFUL OF ALL WHO PRACTICE THE MYSTIC ARTS!

EVEN MY STRONGEST DEFENSES ARE AS *NOTHING* TO THE AWESOME FORCE WHICH XANDU NOW CONTROLS!

I CANNOT DO BATTLE LIKE *THIS!* I MUST FIND *ANOTHER* MEANS ... IF I AM TO ENDURE!

YOUR MOMENTS ARE *NUMBERED* NOW! VICTORY IS *MINE!*

HE THINKS ME DEFEATED! I MUST *LEAVE* MY PHYSICAL BODY, AND RETURN IN MY *ECTOPLASMIC* SPIRIT FORM! THEN, PERHAPS THE ELEMENT OF SURPRISE WILL FAVOR *ME!*

HE USES HIS NEW POWER TO SEARCH FOR ME! I MUST ACT BEFORE HE FINDS MY BODY!

I MUST FIND THE ONE CALLED *SPIDER-MAN!* PERHAPS, WITH HIS AID, WE MAY STILL PREVAIL!

HE FIGHTS VALIANTLY! BUT, EVEN *HE* CANNOT REALIZE THAT HIS FOES ARE MERELY HUMAN *MACHINES*... COMPLETELY UNBEATABLE WHILE UNDER XANDU'S CONTROL!

I MUST PLANT A *THOUGHT* IN HIS MIND... A THOUGHT WHICH CAN *SAVE* HIM!

THE WIRES BEHIND YOU... *GRAB THEM!* LET THEM *TOUCH* AT THE PROPER SECOND...!

AT THE URGING OF *DR. STRANGE*, THE LIGHTNING-FAST REFLEXES OF *SPIDER-MAN*... THE BRILLIANT BRAIN OF *PETER PARKER*... GRASP THE THOUGHT IN A SPLIT-SECOND, AND THEN...!

HE *DID* IT! HE GAVE THEM A POWERFUL ELECTRIC SHOCK JUST AS THEY CLOSED IN FOR THE FINAL ASSAULT!

HEY, WHAT GIVES? WHAT'S GOIN *ON* HERE?

SEARCH *ME!?* HOW'D WE *GET* HERE? AND... WHY AM I SO BLAMED *TIRED?*

IT WAS THE ONLY WAY TO RELEASE THEM FROM XANDU'S SPELL! THEY WILL NOT TROUBLE YOU AGAIN!

I'M *STILL* NOT SURE WHAT THIS IS ALL ABOUT, BUT IF THAT CREEP *XANDU* IS BEHIND IT, THEN HE'S FOR *ME!*

SPIDER-MAN IS NO MATCH FOR THE MYSTIC POWER OF THE EVIL ONE! I MUST FIND A WAY TO AID HIM FURTHER!

FIRST, I MUST ASSUME MY *PHYSICAL* SELF AGAIN... WITHOUT A SECOND TO SPARE!

IF I DO NOT REACH SPIDER-MAN'S SIDE IN TIME, IT COULD BE *FATAL!*

OKAY, XANDU! NOW IT'S JUST YOU AND ME!!

BUT NOT FOR *LONG!* WHEN I FINISH USING MY MYSTIC WAND, IT SHALL BE ONLY *ME!!*

BUT AT THAT SPLIT-SECOND, *ANOTHER* SPELL IS HURLED BETWEEN THE TWO ANTAGONISTS!

THIS CAN ONLY BE THE WORK OF *STRANGE!* HE STILL *LIVES!*

MY POWER IS THE GREATEST! AND YET, I AM *CONFUSED!* BETWEEN SPIDER-MAN'S *WEB*... AND THE SPELLS OF DR. STRANGE... I DO NOT KNOW WHERE TO TURN FIRST!!

THAT'S *IT*, SPIDER-MAN! KEEP MOVING *FAST!* KEEP HIM OFF-BALANCE...IT'S OUR ONLY CHANCE AGAINST HIS DEADLY *WAND!*

I HEAR YA TALKIN', DOC! THIS IS BEGINNING TO FEEL LIKE OLD TIMES!

GOOD SHOT! YOU CAUGHT HIS LEGS! HE'S TOTTERING... THIS IS OUR CHANCE!

IT ISN'T FAIR! I-I HAVEN'T TIME TO THINK!

MY HAND! STRANGE CAUGHT IT IN A SPELL! I DROPPED THE WAND! OH NO... NO!

WITHOUT IT, I'LL BE LOST!

I'VE GOT TO GET IT BACK! SO LONG AS I HAVE IT, I... THAT WEBBING!! I CAN'T MOVE MY HANDS!

THWAP!

STAY WHERE YOU ARE, XANDU! THE CHARADE IS ENDED! YOUR POWER HAS VANISHED!

WHA..WHAT WILL BECOME OF ME!?

BEFORE YOU ANSWER HIS QUEASY QUESTION, WHAT DO WE DO ABOUT THIS GADGET?

I REALIZE NOW THAT THE WAND OF WATOOMB IS TOO POTENT, TOO MENACING TO EVER FALL INTO OTHER HANDS!

AND SO, MY MYSTIC AMULET WILL DRAIN EVERY BIT OF POWER OUT OF IT, UNTIL ALL THAT REMAINS IS A HARMLESS, SIMPLE ORNAMENT!! THE THREAT OF WATOOMB EXISTS NO MORE!

AND NOW, BY THE HOARY HOSTS OF HOGGOTH, I ORDER YOU TO UNLOCK YOUR BRAIN, SO THAT I MAY LEARN ALL THAT EXISTS WITHIN YOUR PAST...!

AHH, IT IS REVEALED TO ME!! YOU WERE A STUDENT OF THE MYSTIC ARTS! YOU LEARNED OF WATOOMB'S WAND, AND OF ITS POWER! YOU STOLE YOUR HALF, AND ONCE YOU KNEW THAT I HAD THE OTHER HALF, YOU PLOTTED TO SEIZE IT FROM ME...!

NOW, I GRANT YOU THE GIFT OF ***TOTAL SLEEP!*** WHEN YOU AWAKE, YOUR MEMORY SHALL BE CLEANSED OF ALL THAT HAS HAPPENED... YOUR EVIL AMBITION SHALL HAVE FADED FOREVER! IN THE NAME OF THE OMNIPOTENT OSHTUR, I SO DECLARE IT!

YOU HAVE ACCREDITED YOURSELF WELL, THIS NIGHT, COSTUMED ONE! THE ***FRIENDSHIP*** OF DR. STRANGE WILL BE YOURS, WHATEVER BEFALLS!

MUCH OBLIGED, DOC! AFTER WHAT I'VE SEEN, I SURE WOULDN'T WANT YOU FOR AN ***ENEMY!***

MAY THE VISHANTI WATCH OVER THEE!

AND MAY YOUR AMULET NEVER TICKLE!

THE ONLY THING WRONG WITH THIS EVENING IS...WHEN I WAKE UP TO-MORROW, I WON'T BELIEVE A ***WORD*** OF IT!

The End

SPECIAL EARTH-SHAKING NOTICE: DR. STRANGE APPEARED THROUGH THE COURTESY OF THE PUBLISHERS OF ***STRANGE TALES!*** *(NAMELY, US!)*

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE CIRCUS OF CRIME

AS INTRODUCED IN SPIDER-MAN #16 AND #22

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

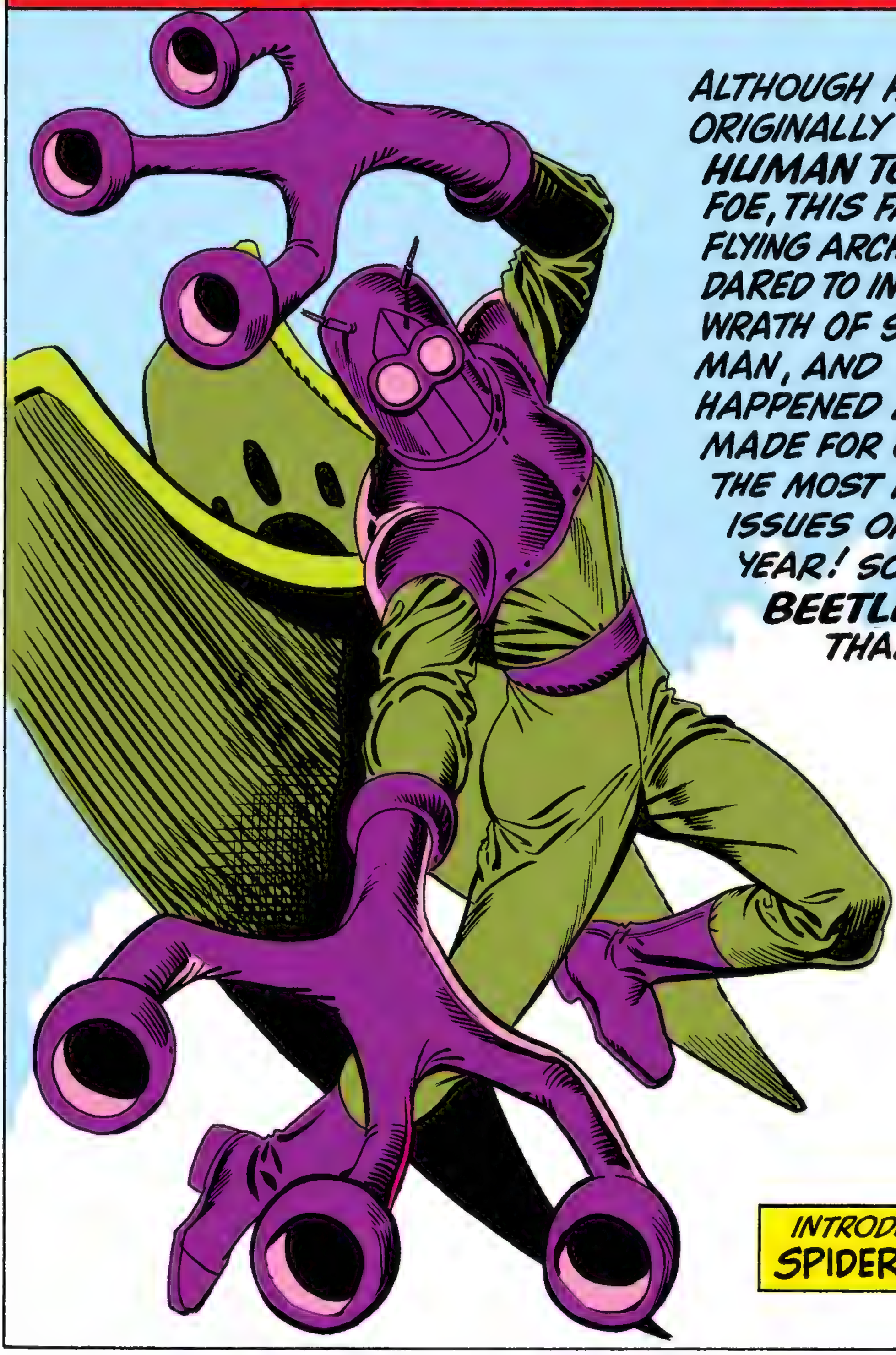
The SCORPION

IT ISN'T OFTEN THAT SPIDEY HAS TO BATTLE A FOE WHO'S STRONGER THAN **HE** IS... BUT, IT HAPPENED WHEN HE CHALLENGED **The SCORPION**, AND ADVENTURE-DOM HAS NEVER BEEN THE SAME!

INTRODUCED IN SPIDER-MAN #20

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE BEETLE



ALTHOUGH HE WAS ORIGINALLY THE HUMAN TORCH'S FOE, THIS FANTASTIC FLYING ARCH-VILLAIN DARED TO INCUR THE WRATH OF SPIDER-MAN, AND WHAT HAPPENED NEXT MADE FOR ONE OF THE MOST POPULAR ISSUES OF THE YEAR! SO TO YOU, BEETLE, OUR THANKS!

INTRODUCED IN SPIDER-MAN #21

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

JONAH'S ROBOT

WILL YOU EVER FORGET THE FUN AND EXCITEMENT OF THE CHASE BETWEEN OUR HERO AND THIS UNIQUE, DEADLY ROBOT WHO WAS CREATED FOR ONLY ONE PURPOSE...TO DESTROY SPIDER-MAN! EVEN IF YOU FOR-GOT IT, IT'S A LEAD-PIPE CINCH THAT OL' JONAH NEVER WILL!

INTRODUCED IN SPIDER-MAN#25

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The CRIME-MASTER

BOY, DID THIS VILLAIN COME CLOSE TO WRITING "FINIS" TO OL' WEB-HEAD'S CAREER! ALTHOUGH THE MASKED **CRIME-MASTER** ACTUALLY POSSESSED NO SUPER-POWERS, HOW COULD SPIDEY FIGHT SOMEONE HE COULDN'T FIND... SOMEONE WHOSE IDENTITY HE DIDN'T KNOW?

INTRODUCED IN SPIDER-MAN #26

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL POP ART PRODUCTIONS 12¢

29 OCT

IND.

WHATEVER YOU DO... WHEREVER YOU GO...

"NEVER STEP ON A SCORPION!"

SPIDER-MAN

"NEVER STEP ON A SCORPION!"

OR...

"..YOU THINK IT'S *EASY* TO DREAM UP TITLES LIKE THIS?"

ON THE SURFACE, THIS MAY SEEM TO BE A SUPER-HERO ACTION THRILLER! BUT, IF YOU PROBE DOWN DEEP, IF YOU ANALYZE EACH SUBTLE NUANCE, IF YOU DISSECT EACH PHILOSOPHICAL PHRASE, IF YOU STUDY EACH NON-EXISTENTIALISTIC PANEL, YOU'LL DISCOVER THAT IT ACTUALLY IS... A SUPER-HERO ACTION-THRILLER!

WHEN ACADEMY AWARD TIME ROLLS AROUND, LEAVE US NOT FORGET...

Writing and Editing by: **STAN LEE**

Plotting and Drawing by: **STEVE DITKO**

Lettering and Loafing by: **SAM ROSEN**

EVEN THE WORLD'S MOST AMAZING SUPER-HERO CAN'T WEAR A COSTUME *ALL* THE TIME...

HMM...LAST YEAR'S CLOTHES ARE GETTING TOO TIGHT ON ME! I MUST HAVE PUT ON SOME WEIGHT! I'D BETTER INVEST IN SOME NEW DUDS!

LATER, AT PETER PARKER'S LOCAL BANK...

HERE'S YOUR MONEY, MR. PARKER!

THIS PRACTICALLY CLEANS ME OUT! I'D BETTER NOT SPEND IT TOO FAST!

AS A MATTER OF FACT, I'LL DROP IN AND SEE BETTY BRANT WHILE I'M IN THE NEIGHBORHOOD!

I CAN GO SHOPPING LATER, WHEN IT'S LESS CROWDED!

BUT, AN EVENT IS TAKING PLACE ACROSS TOWN WHICH WILL DELAY PETER PARKER'S SHOPPING TOUR FOR QUITE A WHILE, AS SOME IRON BARS ARE RIPPED OUT OF A JAILHOUSE WINDOW...!

IT WON'T BE LONG *NOW!*

I *WARNED* THEM, BUT THEY LAUGHED AT ME! I *TOLD* THEM NO JAIL COULD HOLD THE *SCORPION!*

BY THE TIME THEY REALIZE I'VE ESCAPED, I'LL BE TOO FAR AWAY FOR THEM TO EVER FIND ME!

AFTER THEY CAPTURED ME, I OUT-SMARTED THEM BY PRETENDING TO CRACK UP! THEY RETURNED MY COSTUME TO ME IN ORDER TO CALM ME DOWN!

NOW, *NOTHING* CAN SAVE JAMESON AND SPIDER-MAN FROM THE VENGEANCE I'VE PLANNED FOR THEM!*

I HAD ALL THIS TIME TO *REPAIR* IT, AND WAIT FOR THE RIGHT TIME TO BREAK OUT!

* IN CASE YOU MISSED IT, IT WAS ALL LOVINGLY EXPLAINED IN *SPIDER-MAN* # 20...STAN.

MEANWHILE, UNAWARE THAT ONE OF THE STRONGEST, MOST DANGEROUS MENACES OF ALL TIME IS HEADING HIS WAY, J. JONAH JAMESON GOES ABOUT HIS BUSINESS AS PUBLISHER OF THE FAMOUS *N.Y. BUGLE*...

ANY NEW REPORTS ABOUT THE *CAT BURGLAR*, FOSWELL... OR THOSE ROBBERIES OF SCIENTIFIC EQUIPMENT?

NOTHING, MR. JAMESON! IT'S ALMOST LIKE THE LULL BEFORE THE STORM!

CAT BURGLAR? SCIENTIFIC EQUIPMENT BEING STOLEN? SOUNDS INTERESTING!

I'LL GET MORE DETAILS FROM JONAH LATER! HE'LL BE GLAD TO TELL ME SO THAT I'LL GO OUT AND GET SOME *NEWS PHOTOS* FOR HIM!

I WONDER WHAT HE'D SAY IF HE EVER FOUND OUT I *GET* THOSE PIX IN MY IDENTITY AS *SPIDER-MAN!?!*

I'M IN LUCK... THERE'S BETTY NOW!

IT'S BEEN A LONG TIME SINCE I'VE SEEN HER IN SUCH A GOOD MOOD!

IN FACT, IT'S BEEN A LONG TIME SINCE I'VE *SEEN* HER!

YOU *MUST* TELL ME MORE ABOUT IT!

I WONDER WHO SHE'S...?

WELL, HELLO THERE, PARKER! LONG TIME NO SEE!

ISN'T IT *WONDERFUL*, PETER? NED'S BACK TO *STAY!* HE FINISHED HIS EUROPEAN ASSIGNMENT!

HOLY SMOKE! IT'S THAT REPORTER SHE HAS A CRUSH ON... *NED LEEDS!* HE'S BACK FROM EUROPE!

YEAH... JUST *WONDERFUL!*

HE DIDN'T EVEN TELL ME HE WAS COMING! HE WANTED TO *SURPRISE* ME! WASN'T THAT *SWEET* OF HIM?

MAYBE HE JUST DIDN'T WANT TO SPEND A POSTAGE STAMP!

I ALWAYS *SAID* YOU HAD A GREAT SENSE OF HUMOR, PARKER!

BUT THEN, SUDDENLY...

MR. JAMESON! I'VE BEEN *LOOKING* FOR YOU!

A *POLICEMAN!* WONDER WHAT'S *UP?*

NOW *LOOK*, OFFICER... I *PUT* A DIME IN THE PARKING METER... I CAN *PROVE* IT!

IT'S NOTHING TO DO WITH *PARKING* THIS TIME!

HEADQUARTERS JUST LEARNED THAT THE *SCORPION* ESCAPED! THE CHIEF SENT ME TO OFFER YOU POLICE PROTECTION!

THE SCORPION'S BEEN THREATENING YOUR LIFE ALL THE TIME HE WAS IN JAIL!

W-WHY WOULD HE THREATEN *ME?*

I CAN'T EVER LET ANYONE SUSPECT THAT *I'M* THE ONE WHO WAS RESPONSIBLE FOR THE SCORPION'S *CREATION!*

YOU MUST BE *MISTAKEN!* HE'S GOT NO REASON TO BOTHER *ME!* I DON'T NEED POLICE PROTECTION! HA HA... NOT AT ALL!

WELL, WE'LL DETAIL SOME EXTRA MEN TO THIS AREA ANYWAY, JUST IN CASE!

SUIT YOURSELF, OFFICER! BUT I'M SURE THE SCORPION ISN'T INTERESTED IN *ME!*

HE'S BLUFFING! I CAN SENSE HIS VOICE SHAKING! AND, JUST MY LUCK, *I'M* THE ONLY ONE WHO CAN *STOP* THE SCORPION!

LEAVING SO SOON, PARKER? DON'T TELL ME *YOU'RE* SCARED OF THE SCORPION!?

OKAY, I WON'T TELL YOU!

HOW ABOUT DINNER TOMORROW, BETTY?

OH, I *CAN'T*, PETER! NED IS TAKING ME TO SEE "GOLDEN BOY" TOMORROW NIGHT!

WELL, GOODY FOR YOU!

OKAY, HAVE A BALL! I'LL BE SEEING YOU!

GOOD-BYE, PETER!

YEAH... GOODBYE!

MEANWHILE, ALONE IN HIS OFFICE, THE MASK OF CHEERFULNESS FALLS FROM J. JONAH JAMESON WITH A SICKENING THUD...!

THE SCORPION TRIED TO FINISH ME BEFORE SPIDER-MAN STOPPED HIM MONTHS AGO!

SO NOW HE'LL TAKE UP WHERE HE LEFT OFF! ...UNLESS I CAN *THINK* OF SOMETHING!

SPIDER-MAN DEFEATED HIM LAST TIME... IF ONLY HE'D GO AFTER HIM AGAIN *NOW!*

BUT THAT MASKED WEB-HEAD IS MY WORST *ENEMY!* HE'D NEVER DO ANYTHING TO HELP *ME!* I COULDN'T *ASK* HIM!

BUT, THERE MUST BE SOME WAY FOR ME TO *TRICK* HIM INTO HELPING ME! AND, I THINK I KNOW WHAT IT *IS*...!

MISS BRANT, CALL THE PRESS ROOM! HAVE THEM GET READY FOR AN *EXTRA!*

I HAVEN'T A MINUTE TO LOSE! THE SCORPION COULD STRIKE AT *ANY* TIME!

AND, IF MY PLAN DOESN'T WORK, I'M *DOOMED*... DOOMED BY THE VERY CREATURE I MYSELF UNTHINKINGLY HELPED TO *CREATE!*

BUT, EVEN AS THE DESPERATE PUBLISHER CONSPIRES TO MAKE SPIDER-MAN COME TO HIS AID, THE WORLD'S MOST AMAZING ADVENTURER IS ALREADY ATTEMPTING TO DO THAT VERY THING...!

INSTEAD OF TRYING TO FIND THE SCORPION, I'LL LET *HIM* FIND *ME* IT'LL BE EASIER THIS WAY!

I'LL SIMPLY SHOW MYSELF SWINGING THROUGH THE CITY UNTIL HE ATTACKS!

JUST A FUN-LOVING, TEEN-AGE TARGET, THAT'S *ME!*

I'LL CONFINE MYSELF TO THIS ONE AREA! HE'S BOUND TO LEARN THAT I'M HERE, AND THEN, HE'LL COME RUNNING!

IF HE'S AS TOUGH TO BEAT *NOW* AS HE WAS LAST TIME, I OUGHTTA HAVE MY HEAD EXAMINED FOR DOING THIS!

BUT, I'LL NEVER MAKE THE SUPER-HEROES' HALL OF FAME BY HIDING UNDER THE BED!

IT'S ***SPIDER-MAN!*** WHAT'S HE SWINGIN' AROUND UP THERE FOR?

I DON'T KNOW... BUT IT'S GETTING ON MY NERVES!

IF YOU ASK ***ME***, HE'S A PRO-FESSIONAL ***NUT!***

WHILE, JUST AROUND THE CORNER, WE FIND...

WELL, WELL! HOW CONSIDERATE OF SPIDER-MAN! HE'S DRAWING ATTENTION AWAY FROM ***ME!***

WHILE HE'S ***HERE***, MY ***OTHER*** VICTIM IS UNPROTECTED! SO, I'LL FINISH JAMESON OFF ***FIRST***, AND SAVE SPIDER-MAN FOR MY GRAND FINALE!

THUS, THOUGH HE DOESN'T SUSPECT IT AT THE TIME, SPIDEY'S PLAN ACTUALLY BACK-FIRES AGAINST HIM ...

USING MY PINCER-LIKE FINGERS TO CLIMB WITH, I CAN REACH ANY SPOT IN THE CITY WITHIN A FEW MINUTES!

ESPECIALLY WHEN I ALSO HAVE THE USE OF MY ARTIFICIAL SCORPION'S TAIL! I ONLY NEED WIND IT AS TIGHTLY AS A SPRING...

...AND THEN... ***RELEASE*** IT!

THIS SERVED TO PROPEL ME ACROSS THE PRISON COURTYARD DURING MY ESCAPE...

...AND, IT CAN GET ME FROM ROOFTOP TO ROOFTOP ALMOST AS FAST AS FLYING!

EVEN AS THE SCORPION GETS CLOSER TO HIS INTENDED VICTIM, JONAH JAMESON'S EXTRA EDITION HITS THE STREET WITH SCREAMING HEADLINES...!

SAY! DO YOU THINK JAMESON CAN BE *RIGHT?* IMAGINE... IF SPIDER-MAN AND THE SCORPION EVER TEAMED UP... *HOO BOY!*

THE ONLY WAY SPIDER-MAN CAN PROVE HE'S *NOT* THE SCORPION'S ALLY IS IF HE *TACKLES* HIM AGAIN!

"SPIDER-MAN AND SCORPION ARE PARTNERS," SAYS PUBLISHER!

BOTH THOSE PUBLIC MENACES HAVE THREATENED J.J. JAMESON, THE FEARLESS FOE OF ALL LAW-BREAKERS!

"IF SPIDER-MAN ISN'T SCORPION'S PARTNER, LET HIM CATCH THE SCORPION," SAYS

The whole city is a

BUT HIGH ABOVE THE NEWS-READING PUBLIC, THE NEWS-MAKING ADVENTURER BEGINS TO GROW RESTLESS...!

I DON'T *LIKE* IT! HE SHOULD HAVE COME AFTER ME BY NOW! I KNOW HE'S NOT *AFRAID!*

AND, AT THE SPEED HE TRAVELS, IT WOULDN'T TAKE HIM LONG TO REACH ME...

UNLESS...

WAIT A *MINUTE!* I COULD JUST BE THE PRIZE CHUMP OF THE YEAR!

I MIGHT BE PLAYING RIGHT INTO SCORPY'S HANDS!!

WHILE I'M WALTZING AROUND UP *HERE,* JAMESON IS ALONE AT HIS OFFICE... AND THE SCORPION PROBABLY *KNOWS* IT!

AND, DIRECTLY ACROSS TOWN, EVEN AS SPIDEY COLLECTS HIS THOUGHTS...

IT WON'T BE LONG NOW! ONCE I SILENTLY CLIMB THOSE BACK STEPS, I'LL BE JUST OUTSIDE HIS PRIVATE OFFICE!

THUS, SECONDS LATER...

IF THIS HEADLINE DOESN'T MAKE SPIDER-MAN ATTACK THE SCORPION, NOTHING WILL!

IF ONLY THAT WEB-HEADED, COSTUMED CLOWN *SEES* IT IN TIME!

THAT'S FUNNY! I THOUGHT I FELT A *DRAFT* BEHIND ME!

IF IT'S SO *FUNNY*, JAMESON, WHY DON'T I HEAR YOU *LAUGHING*?

WHO SAID..?

SCORPION! IT...IT'S *YOU!*

OF *COURSE* IT'S ME! I *SAID* I'D GET YOU SOME DAY, DIDN'T I?

AND *THIS* TIME, THERE'LL BE NO *SPIDER-MAN* TO HELP YOU... I CAN PROMISE YOU THAT!

NO! *NO!* STAY *BACK!* LOOK OUT... *DON'T!*

WHAM!

HE'S STRONGER THAN *EVER!* HE'S LIKE A MADMAN, SMASHING MY OFFICE WITH THAT POWERFUL *TAIL* OF HIS!

HELP! SOMEBODY *HELP* ME...HE'S *HERE!*

YOU'RE ONLY DELAYING THE *INEVITABLE*, JAMESON! YOU CAN'T ESCAPE *ME!*

IT'S THE *SCORPION!* HE'S AFTER THE *BOSS!*

STOP HIM! WHY DOESN'T SOMEBODY *STOP HIM?*

SORRY, MR. JAMESON! THAT'S NOT PART OF OUR *CONTRACT!*

AND NOW THAT THERE IS NO PLACE ELSE FOR YOU TO RUN TO, LET'S FINISH THIS AS QUICKLY AS POSSIBLE!

NO! WAIT! LET'S TALK IT OVER! H-HASTE MAKES WASTE...!

BUT, AT THAT VERY INSTANT...

SPIDER-MAN!

OKAY, FEARLESS, YOU CAN STOP SHAKING NOW! YOUR LARGE ECONOMY-SIZED WEB-SPINNER IS HERE... IN GLORIOUS LIVING COLOR!

DON'T GO 'WAY, JAMESON! THIS IS ONLY A TEMPORARY RESPITE FOR YOU! I'LL DISPOSE OF SPIDER-MAN QUICKLY, AND THEN WE'LL CONTINUE WHERE WE LEFT OFF!

GET HIM, DON'T TAKE ANY CHANCES! LET HIM HAVE IT!

AT EASE, PRUNE-FACE! WHEN I NEED A CHEER-LEADER I'LL LET YOU KNOW!

AS FOR YOU, SCORPY, WE'VE JUST GOT TO RID YOU OF YOUR DEEP-ROOTED HOSTILITY COMPLEX!

GO AHEAD, LOUD MOUTH, HAVE YOUR FUN WHILE YOU CAN...!

...BECAUSE FROM HERE ON IN YOU'RE NOT GONNA FEEL LIKE LAUGHIN' ANY MORE!

UHHHFFFF!

THIS IS MY CHANCE TO ESCAPE!

HOLD IT, JAMESON! I WARNED YOU NOT TO TRY ANYTHING!

THAT DEADLY TAIL...THERE'S NO ESCAPING IT!

UH-OH! HE'S AFTER *JAMESON* AGAIN... AND *BETTY* IS DANGEROUSLY CLOSE TO HIS SWINGING TAIL!

I'VE GOT TO REACH HIM *FAST*... ANOTHER *SECOND* MIGHT BE TOO LATE!

THOK!

I WAS OFF-BALANCE... HE CLIPPED ME WITH HIS TAIL!

BUT I COULDN'T AFFORD TO *WAIT!* THERE WAS TOO MUCH AT STAKE!

HEY! LOOK WHO'S MAKING LIKE A *HERO*... IT'S *LEEDS!* WHERE'D *HE* COME FROM?

HURRY, SPIDER-MAN... YOU'VE *GOT* TO STOP THE SCORPION!

I'LL LOOK AFTER MISS BRANT... YOU CONCENTRATE ON YOUR FIGHT... AND WATCH OUT FOR THAT TAIL OF HIS!

BRO-*THER!* FIRST HE MUSCLES IN ON MY GIRL... AND NOW, HE'S GIVING ME ADVICE ON HOW TO PROTECT MYSELF! *YEESH!*

FILLED WITH BURNING RAGE, THE MASKED TEEN-AGER ATTEMPTS A RASH, HEADLONG ATTACK...

IT'S ALL THE *SCORPION'S* FAULT! I'LL *PULVERIZE* HIM!

BUT, ALAS, THE SCORPION HAS *OTHER* IDEAS!

I *TOLD* YOU TO WATCH OUT FOR HIS TAIL!

WHAM

AW, SHUDDUP!

THEN, THROWING CAUTION TO THE WIND, THE WONDERFUL WEB-SPINNER HURTLES TOWARD THE SCORPION AT TOP SPEED...

ONE SWIPE OF HIS TAIL CAN BE *DEADLY!* HE'S GOT TO BE STOPPED BEFORE SOMEONE GETS IN HIS WAY!

EVEN *SPIDER-MAN* CAN'T STOP ME FROM FINISHING YOU OFF, JAMESON! YOU'VE NO ONE TO TURN TO NOW!

NO! YOU CAN'T GET ME! ..YOU MUSTN'T! GET *SPIDER-MAN* INSTEAD!

DON'T WORRY, BETTY! I'LL SEE TO IT THAT NOTHING HAPPENS TO YOU!

YOU'D THROW *ANYONE* TO ME IN ORDER TO SAVE YOURSELF, WOULDN'T YOU?

BUT, IT'S SPIDER-MAN'S *JOB* TO FIGHT KILLERS LIKE YOU!

WELL, IF HE KNOWS WHAT'S *GOOD* FOR 'IM, HE'LL *RESIGN* REAL QUICK!

IF I KNEW WHAT WAS *GOOD* FOR ME, I WOULDN'T BE HERE IN THE *FIRST* PLACE, MISTER!

THIS IS FOR FRIGHTENING BETTY BRANT, YOU FINK!

HIT HIM AGAIN! HARDER! *HARDER!*

BUT, THE VERY FIT OF SHEER *RAGE* WHICH MAKES HIM FIGHT LIKE A DEMON, ALSO MAKES SPIDER-MAN UNUSUALLY *CARELESS*...

HE'S SWINGING TOO FAST.. *MISSING* ME! HE'S WIDE OPEN NOW..!

BLAST IT! IF I'D ONLY CONNECTED WITH THAT ROUNDHOUSE RIGHT!

HAH! DIDN'T EXPECT ME TO TRIP YOU WITH MY *TAIL*, HUH?

SWEET DREAMS, WEB-HEAD! IT'S TIME FOR YOUR BEAUTY NAP... YOU CAN SURE *USE* ONE!

UHHHH!

YOU OVER-RATED CLOWN! YOU BUMBLING INCOMPETENT! HE'S MAKING YOU LOOK LIKE A BUM!

THINK YOU CAN DO BETTER, BUTTERCUP? I'LL LEND YOU MY COSTUME!

LOOK OUT FOR THAT DESK!

RELAX, J.J., I'M NOT HURT!

WHO CARES ABOUT YOU!? THAT FURNITURE SET ME BACK A FORTUNE!

THEN, MOVING ALMOST FASTER THAN THE EYE CAN FOLLOW, SPIDEY RESUMES HIS POUNDING ATTACK IN HIS OWN, UNEXPECTED, DAZZLING MANNER...!

OOOOF!

NOW'S MY CHANCE TO ESCAPE! I HOPE THOSE TWO DEMOLISH EACH OTHER!

THE POLICE! GREAT! YOU'RE JUST IN TIME! QUICK! SHOOT THEM BOTH! LET'S GET RID OF THEM FOR GOOD!

NO! HOLD YOUR FIRE! JAMESON'S IN NO IMMEDIATE DANGER!

COPS! THEY'RE NOT GETTIN' ME! I'M NOT GONNA BE TOSSED IN STIR AGAIN... NO MATTER WHAT!

I'VE GOT NEWS FOR YOU, SCORPY! WHEN I'M THROUGH WITH YOU, YOU'LL WISH YOU WERE BACK IN YOUR NICE COZY CELL!

YOU??! AS SOON AS I CLIMB OUT OF RANGE OF THEIR GUNS, I'LL WIPE YOU OFF THE FACE OF THE EARTH!

COME BACK, YOU COWARDS! I'M NOT FINISHED WITH YOU YET! YOU'RE YELLOW... BOTH OF YOU!

BOY! JAMESON SOUNDS MIGHTY BRAVE TODAY!

SURE... SINCE WE GOT HERE!

WELL, GOOD RIDDENCE TO BOTH OF THEM! THEY'RE TWO OF A KIND! THEY DESERVE EACH OTHER!

SECONDS LATER, AFTER THE POLICE HAVE GONE...

IT'LL COST ME AN ARM AND A LEG TO GET THIS PLACE BACK TO NORMAL AGAIN! HALF OF MY FURNITURE IS BROKEN UP... AND THE OTHER HALF IS CRACKED AND SCARRED!

NOBODY HAS TO KNOW THAT I'VE BEEN *WANTING* TO GET RID OF THIS OLD JUNK FOR *YEARS!* NOW THE INSURANCE WILL PAY FOR A WHOLE NEW SET-UP!

MR. JAMESON, BETTY IS PRETTY SHAKEN-UP OVER WHAT'S HAPPENED! I THINK I'D BETTER SEE HER HOME!

OF COURSE! I WOULDN'T EXPECT HER TO KEEP WORKING AFTER WHAT HAPPENED! SHE CAN HAVE THE REST OF THE DAY OFF!

I'LL JUST DEDUCT IT FROM HER PAY CHECK AT THE END OF THE WEEK!

NO *WONDER* THEY SAY YOU'RE ALL HEART!

C'MON, BETTY... EVERYTHING'S OKAY NOW! IT'S ALL OVER! THE SCORPION AND SPIDER-MAN ARE GONE NOW!

WHAT ARE YOU ALL STANDING AROUND FOR? GET TO WORK! *GET TO WORK!*

AND HAVE ONE OF OUR STAFF *PHOTOGRAPHERS* COME UP HERE *IMMEDIATELY!*

I JUST GOT A *GREAT* IDEA!

AND SO...

THAT'S IT! TAKE A LOT OF SHOTS OF ME, HERE IN THE RUINS OF BATTLE!

IT'LL MAKE A GREAT FRONT-PAGE STORY! "FEARLESS, COURAGEOUS PUBLISHER SAVES HIS EMPLOYEES FROM DEADLY COSTUMED KILLERS!"

I'LL BE A *HERO!*

MAKE SURE THESE PICTURES DO ME JUSTICE! GET MY COURAGEOUS EXPRESSION... MY DETERMINED, FIGHTING STANCE... MY IRON FISTS, CLENCHED AND READY!

WHAT DO YOU THINK WILL HAPPEN IF THE SCORPION DEFEATS SPIDER-MAN?

HE'LL PROBABLY RETURN HERE TO ATTACK *JAMESON* AGAIN!

ULP!

I NEVER *THOUGHT* OF THAT! IF SPIDER-MAN SHOULD LOSE, MY LIFE WILL BE IN DANGER EVERY *MINUTE!*

I WONDER IF IT'S TIME FOR FEARLESS JONAH TO TAKE A LONG TRIP...?

MEANWHILE, HIGH ABOVE THE CITY'S TOWERING ROOF-TOPS, THE ONE MAN WHOM JAMESON HATES THE MOST IN ALL THE WORLD, BATTLES VALIANTLY AGAINST THE DEADLY, MERCILESS SCORPION...

AFTER TODAY, YOU'LL HAVE TO FIND YOURSELF A *NEW* SPARING PARTNER, SCORP!

IT'LL BE A *PLEASURE!* ONCE I FINISH *YOU*, I'LL-- ⟩OOF!⟨

I HATE TO BE A SPOIL-SPORT, SCORPY, BUT *I'VE* GOT PLANS OF MY OWN!

YEAH? TOO BAD YOU WON'T BE AROUND LONG ENOUGH TO CARRY 'EM *OUT!*

DON'T *BET* ON IT, BUB! I'M HARDER TO LOSE THAN A BILL COLLECTOR!

I'M NOT AIMING TO *LOSE* YOU, BIG MOUTH! I'M JUST GONNA SMASH YOU INTO THE MIDDLE OF NEXT WEEK!

GOOD! THERE'S A T.V. SHOW ON THEN THAT I'VE BEEN *DYING* TO SEE!

WHAT'S HOLDIN' YOU *UP??* ANYONE *ELSE* WOULD HAVE HAD BRAINS ENOUGH TO FALL ON HIS FACE BY NOW!

AND RUIN THIS HANDSOME *PROFILE* OF MINE? *FORGET* IT! BESIDES, IT'S TIME FOR ME TO GET UP AT BAT NOW!

YOU DON'T EXPECT TO BEAT THE *SCORPION* WITH A COUPLE OF WEB *YO-YO'S*, DO YOU ??

YOU NEVER CAN TELL, SCORPY! JUST STAND THERE WHILE I MAKE A FEW *MORE*...!

OH, I FORGOT TO TELL YOU... THEY *AREN'T* YO-YO'S...THEY'RE *BOLAS!* NOW, JUST WATCH THE BIRDIE, SON!

BAH! YOU'RE JUST STALLIN' FOR TIME..!

THINK SO? MAYBE *THIS'LL* CHANGE YOUR MIND!

HE..HE TWIRLED THEM AROUND MY LEGS... AND MY RIGHT HAND... BEFORE I COULD MAKE A *MOVE!*

NOW WHO'S STALLING FOR TIME, SCORP? YOU'LL NEVER BEAT ME BY LEANING AGAINST THE WALL THAT WAY!

THAT'S WHAT *YOU* THINK, BUB! JUST STAND THERE...!

OKAY, I'M STAND... *OOOFFF!*

RATS! I FORGOT HOW HE CAN USE HIS TAIL LIKE A TIGHTLY COILED *SPRING!*

HAPPY LANDINGS, YOU FOOL!

THE SAME TO *YOU*, CHUM! WHITHER *I* GO... *YOU* GO...THANKS TO MY EVER-LOVIN' WEBBING!

NOOOO..!

TSK TSK! I FORGOT THAT YOU CAN'T *FLY!*

WELL, HAVE NO FEAR! SPIDEY'S HERE!

SAY! I WONDER WHAT ED SULLIVAN WOULD PAY FOR AN ACT LIKE THIS?

GET US *DOWN* FROM HERE BEFORE WE'RE *KILLED!* DO SOMETHING, YOU LUNATIC!

SURE, PLAYMATE... BEING YOU ASKED ME SO NICELY...!

IF THIS BLASTED HUNKA *WEBBING* SHOULD BREAK..!

BITE YOUR TONGUE, SCORP! MY WEBBING'S NEVER BROKEN *YET!* ALTHOUGH, THERE'S ALWAYS A *FIRST* TIME!

IF I EVER GET *OUTTA* THIS, I'LL PAY YOU BACK IN SPADES! I'LL MOP UP THE CITY WITH YOU! YOU WON'T LAST *TEN MINUTES!*

IN *THAT* CASE, I'D BETTER STOP HANDLING YOU WITH KID GLOVES!

I'M BEGINNING TO SUSPECT THAT YOU DON'T WANNA BE *FRIENDS!*

WITH THOSE TAUNTING WORDS, THE AMAZING *SPIDER-MAN* RELEASES HIS LIFE-SAVING STRAND OF WEB AS THE TWO FIGURES GO HURTLING THROUGH THE AIR OVER THE HUDSON RIVER...!

AND THEN, LIKE TWO CAREENING HUMAN METEORS, THE TWO SUPER-POWERED ANTAGONISTS PLUMMET INTO THE WATER BELOW...!

HE HAD A CHANCE TO FREE HIMSELF OF MY WEBBING! BUT, IF I PLAY MY CARDS RIGHT, IT'S TOO LATE FOR ANYTHING TO HELP HIM NOW!

EVEN IN THE WATER, MY NATURAL AGILITY MAKES IT EASY TO DODGE HIS POUNDING TAIL!

AND, WHILE HE WASTES HIS TIME THRASHING AROUND, I'LL RELOAD MY WEB-SHOOTER AND PUT MY **OWN** PLAN OF ATTACK INTO EFFECT!

LUCKY I ORIGINALLY MADE IT WATER-PROOF!

EVERYTHING'S SET NOW! HERE'S WHERE OL' SPIDEY GOES TO WORK TO SQUASH A SCORPION!

IF YOU **WANT** ME, SCORPY, COME'N **GET** ME!

DON'T LET MY **WEBBING** BOTHER YOU! I JUST WANNA WRAP IT AROUND YOU TO MAKE SURE YOU DON'T GET **LOST!**

JUST **WAIT!** WHEN I GET MY **HANDS** ON YOU..!

OH, DIDN'T I *TELL* YOU? YOU'RE NOT *GONNA* GET YOUR HANDS ON ME!

I'VE *GOT* HIM NOW! HE CAN'T HOLD HIS BREATH AS LONG AS *I* CAN!

TO PARAPHRASE AN OLD CLICHE, THIS'LL HURT *YOU* LOTS MORE THAN IT DOES *ME!*

I HOPE THIS IS THE FISHING SEASON AROUND HERE...

...OTHERWISE, I MIGHT HAVE TO THROW YOU BACK *IN!*

HMM! SOMETHING TELLS ME MY LITTLE WITTICISMS ARE *WASTED* ON YOU RIGHT NOW!

I HOPE THEY'LL GIVE YOU YOUR OLD CELL BACK ... SO YOU'LL FEEL RIGHT AT HOME AGAIN!

LOOK! IT'S THE *SCORPION!* HE'S OUT COLD!

QUICK, SEND FOR THE PADDY WAGON!

AUNT MAY IS ALWAYS AFRAID I'LL "CATCH MY DEATH OF COLD", SO I'D BETTER DRY OUT MY COSTUME!

THEN, I'LL GO SEE HOW THINGS ARE SHAPING UP AT JONAH'S OFFICE... AND HOW *BETTY* IS FEELING NOW!

I SURE WISH THESE DUDS WERE *WASH 'N WEAR!*

THUS, A SHORT TIME LATER...

WHERE'D *YOU* RUN OFF TO, PARKER? YOU MISSED A CHANCE TO PHOTOGRAPH ME IN ACTION, HEROICALLY DEFEATING SPIDER-MAN AND THE SCORPION!

WOW! NOW HE'S CONVINCED THAT HE *REALLY* BEAT US!

I HAD SOME ERRANDS TO RUN! IS BETTY BRANT HERE?

NO! LEEDS TOOK HER HOME!

LISTEN TO THIS: "JONAH JAMESON PROVED HIMSELF TO BE AS BRAVE AS HE IS HANDSOME!"

WHO WROTE *THAT* ABOUT YOU?

I DID! I DON'T BELIEVE IN FALSE MODESTY!

...OR ANY *OTHER* KIND!

THE BEST THING ABOUT BEING A PUBLISHER IS THAT YOU CAN WRITE WHAT YOU PLEASE ABOUT YOURSELF!

IT'S LIKE I ALWAYS SAID.. HE'S EVEN *MORE* UN-BEARABLE WHEN HE'S CHEERFUL!

I'D BETTER PHONE BETTY NOW!

THAT'S FUNNY... THERE'S NO ANSWER!

I WONDER IF SHE WENT ANYWHERE WITH NED LEEDS! I SURE WISH HE WAS JUST A *CREEP*, SO I COULD REALLY DISLIKE HIM!

FINALLY, HAPPY OVER HIS VICTORIOUS BATTLE WITH THE SCORPION, BUT FRUSTRATED AND PUZZLED BY HIS SETBACK. WITH BETTY BRANT, PETER PARKER RETURNS TO THE MODEST HOME IN FOREST HILLS WHICH HE SHARES WITH HIS DOTING AUNT MAY..

HELLO, PETER! WERE YOU OUT FOR A LITTLE WALK, DEAR?

WHY, EH... YES, AUNT MAY... I WAS!

THAT'S NICE, PETER! BUT, YOU MUSTN'T OVERDO IT, YOU KNOW! YOU MUST BE SURE TO TAKE A LITTLE REST EVERY FEW BLOCKS!

I TRY NOT TO OVER-TAX MYSELF, AUNT MAY!

CHEEE! I'D BETTER RING BETTY AGAIN!

AH, SOMEONE'S PICKING UP THE PHONE! *GOOD!*.. SHE'S HOME!

HI, BETTY! THIS IS *PETER!* I WAS WONDERING HOW YOU... *HUH? WHAT?!!* ...*WHO?*

THIS IS *NED LEEDS*, PARKER! BETTY CAN'T COME TO THE PHONE RIGHT NOW!

I JUST RETURNED FROM THE DOCTOR WITH HER! SHE'S OKAY... JUST NEEDS REST! A GIRL FRIEND OF HERS IS GOING TO STAY WITH HER TONIGHT!

WHO IS IT? IS THAT CALL FOR *ME?*

IT CAN'T BE ANYTHING IMPORTANT, BETTY! DON'T DISTURB YOURSELF! THE DOCTOR SAID YOU SHOULD JUST *REST!*

I'M SURE SHE'LL BE OKAY BY MORNING, PARKER! I'LL TELL HER YOU CALLED!

YEAH! ...DO THAT LITTLE THING..!

TELL HER... I CALLED..!

MEANWHILE, IN THE KITCHEN...

PETER LOOKS A LITTLE *TIRED* TODAY! WHAT THE DEAR BOY NEEDS IS A GOOD *TONIC*!

I'LL JUST MIX HIM A... *OHHHH!*

WHAT'S HAPPENING? EVERYTHING IS... SPINNING AROUND..!

OHH...I FELT SO DIZZY FOR A SECOND! I..I THOUGHT I WAS GOING TO *FAINT*..!

WHAT *IS* IT, AUNT MAY?? WHAT'S *WRONG*?

OH, NOTHING, DEAR... I JUST ..DROPPED A GLASS!

ARE YOU SURE THAT'S *ALL*?

OF *COURSE*, SILLY BOY! NOW SHOO OUT OF HERE SO I CAN START DINNER!

I MUSTN'T *WORRY* HIM! IT'S PROBABLY NOTHING SERIOUS!

IT *MUSTN'T* BE ANYTHING SERIOUS! FOR, IF SOMETHING SHOULD HAPPEN TO ME, THEN WHO WOULD LOOK AFTER THAT POOR, LONELY BOY...?

And SO WE LEAVE OUR WONDROUS WEB-SPINNER AND HIS GENTLE, LOVING AUNT FOR THE TIME BEING! NEXT ISSUE, POOR PETER WILL BE PLAGUED BY PROBLEMS FROM ALL SIDES... BUT, IT WON'T BE AS DIFFICULT AS IT SOUNDS IF *YOU'LL* BE THERE TO SHARE THEM WITH HIM!

The End

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL POP ART PRODUCTIONS 12¢

IND. 30 NOV

ONLY THE BATTY MARVEL BULLPEN COULD PRESENT SUCH A TRULY DAZZLING DISPLAY OF DERRING-DO AS...

"THE CLAWS OF THE CAT!"

SPIDER-MAN

"THE CLAWS OF THE CAT!"

IN WHICH OUR WEB-SPINNING WONDER ENCOUNTERS A BRAND NEW FOE, WHILE FINDING HIMSELF STILL BESET BY THE SAME OLD PROBLEMS! IT IS MORE THAN LIKELY THAT THIS LITTLE EXCURSION INTO ADVENTURE WILL MEET WITH YOUR UNQUALIFIED APPROVAL!

HEROICALLY WRITTEN AND EDITED BY:
STAN LEE

HOMERICALLY PLOTTED AND DRAWN BY:
STEVE DITKO

HASTILY LETTERED AND BORDERED BY:
ARTIE SIMEK

AND NOW, WE BRING YOU ONE OF THE MOST EAGERLY AWAITED MOMENTS OF ALL--THE MOMENT YOU BEGIN TO READ ANOTHER MIGHTY MARVEL MASTERWORK...

LAST ISSUE, SHAKEN BY THE THREAT OF THE SCORPION, BETTY BRANT WAS ESCORTED HOME BY SPIDEY'S RIVAL FOR HER AFFECTIONS--NED LEEDS--

WHAT WOULD I HAVE DONE WITHOUT YOU, NED?

JUST YOU REST UP, BETTY! I'LL CALL LATER!

I'LL LOOK AFTER HER NOW! SHE'LL BE ALL RIGHT!

FRUSTRATED AND ANGRY BY THE SUDDEN TURN OF EVENTS, OUR HERO DID NOT REALIZE THAT HIS ELDERLY *AUNT MAY* WAS ATTEMPTING TO CONCEAL HER FAINTING SPELLS FROM HIM...

I MUSTN'T WORRY PETER BY LETTING HIM KNOW HOW I'VE BEEN FEELING--!

THAT NIGHT, WHEN THEIR NEIGHBOR, MRS. WATSON, DROPS BY, PETER BREATHES A SIGH OF RELIEF...

YOU SIMPLY *MUST* COME TO THE MOVIES WITH ME TONIGHT, MAY!

I'D LOVE TO, DEAR! I'LL GET MY HAT!

GREAT! NOW *SPIDER-MAN* WILL HAVE A CHANCE TO PROWL THE CITY!

MINUTES LATER, A SWIFT, SILENT FIGURE EFFORTLESSLY SWINGS OVER THE SHADOWY STREETS BELOW...

WOULDN'T YOU *KNOW* IT? JUST WHEN I'M IN THE MOOD FOR SOME ACTION, THE CITY'S AS DULL AS JONAH JAMESON'S WISE-CRACKS!

I WONDER IF *BETTY* IS FEELING BETTER BY NOW?

BUT, SO PREOCCUPIED IS HE WITH HIS OWN THOUGHTS, THAT SPIDEY DOESN'T NOTICE...

=WHEW=! *THAT* WAS A CLOSE CALL! IF SPIDER-MAN HAD JUST TURNED HIS HEAD, IT COULD HAVE BEEN THE END OF THE *CAT BURGLAR'S* CAREER!

BUT, I'M JUST SMALL POTATOES TO *HIM!* HE'S ONLY INTERESTED IN SUPER-POWERED WORLD MENACES!

A BURGLAR WHO HAS TO USE A SPECIAL TOOL, JUST TO BREAK A SIMPLE WINDOW LOCK WOULD BE BENEATH HIS NOTICE-- *I HOPE!*

JUST AS I THOUGHT-- THE APARTMENT'S *EMPTY!* A PERFECT SET-UP FOR SOME-ONE WITH *MY* PARTICULAR TALENTS!

PERFECT! THAT CHARGE IS JUST ENOUGH TO BLOW THE SAFE, WITHOUT MAKING SO MUCH NOISE THAT I'LL BE OVER-HEARD!

WHOOMPH!

LATER THAT NIGHT, WHEN THE APARTMENT'S *TENANT* RETURNS HOME...

OH, *NO!* I'VE BEEN *ROBBED!*

ALL MY STOCKS--BONDS--IMPORTANT PAPERS--*GONE!* THE SAFE IS *EMPTY!*

SOMEONE IS GOING TO *PAY* FOR THIS!

THEN, AFTER A HURRIED CALL TO THE LOCAL POLICE PRECINCT...

NO DOUBT ABOUT IT, MR. JAMESON--THIS LITTLE CAPER HAS *CAT BURGLAR* WRITTEN ALL OVER IT!

WELL, HE PICKED THE WRONG VICTIM THIS TIME! I'M OFFERING A *THOUSAND DOLLARS REWARD* FOR HIS CAPTURE! *THAT* OUGHT TO DO THE TRICK!

BUT, AT THAT VERY MOMENT, A TRUCK CARRYING A DANGEROUS BUT PRICELESS LOAD OF URANIUM DERIVATIVES TO THE FACTORY OF ANTHONY STARK, IS FOLLOWED BY A SECOND VEHICLE AS THEY SPEED DOWN A DESERTED STREET...

DANGER

NOW'S OUR CHANCE! LET'S *GO!*

ONLY THE *CAT* COULD HAVE THOUGHT OF A SCHEME LIKE *THIS!*

YEAH! THOSE GUYS'LL NEVER KNOW WHAT *HIT* 'EM!

PROCEED ACCORDING TO PLAN! *I'LL* TAKE CARE OF THE DRIVER!

JUST A WORD OF ADVICE, FRIEND! STOP THE TRUCK AND KEEP QUIET IF YOU WANT TO REMAIN AS HALE AND HEARTY AS YOU ARE RIGHT NOW!

I COULD HAVE SWORN I *HEARD* SOMETHING--LIKE A SOFT *WHOOOSH* OF AIR BEHIND ME!

I GET THE MESSAGE, MISTER! *YOU* DO THE TALKIN'--I'M NO HERO!

HI, FELLAS! AWFULLY NICE OF YOU TO SAVE THIS NIGHT FROM BEING A COMPLETE WASHOUT FOR ME!

LOOK OUT, YOU GUYS! IT'S SPIDER-MAN!

NO NEED FOR SUCH FORMALITY! JUST CALL ME SPIDEY!

YOU TAKE THE WHEEL! STEP ON IT--GET READY TO MAKE A SHARP TURN WHEN I GIVE THE SIGNAL!

HE DOESN'T KNOW WE'RE WEARIN' MAGNETIC SHOES, TO HOLD US ON THE TRUCK!

DANCER

MY PLAN WAS PERFECT--- EXCEPT THAT I DIDN'T COUNT ON ANY INTERFERENCE FROM SUCH AN UNEXPECTED SOURCE!

CONGRATULATIONS, BOYS! YOU'VE JOINED THE RANKS OF THOSE WHO'VE BEEN LULLED TO SLEEP BY YOURS TRULY!

HE'S OFF-BALANCE! THIS IS THE TIME! NOW! SWING 'ER AROUND--FAST!

IT WORKED! HE'S FALLING OFF--!

NOW THAT WAS A MIGHTY UNFRIENDLY THING TO DO!

ALTHOUGH HURLED FROM THE SPEEDING TRUCK, THE YOUNG WEB-SPINNER'S AMAZING AGILITY ENABLES HIM TO GRACEFULLY CONTACT AND CLING TO THE BUILDING NEARBY--!

WHEN WILL I LEARN NOT TO BE SO OVER-CONFIDENT!

PERHAPS I CAN STILL HEAD THEM OFF BY TAKING TO THE ROOFTOPS!

I SURE WOULDN'T WANNA BE KICKED OUT OF THE NEIGHBORHOOD SPIDER-MAN ASSOCIATION!

NO SIGN OF THEM! BUT, THEY CAN'T STAY HIDDEN FROM ME FOR LONG!

I EAT MY CRUNCHIES AND BRUSH AFTER EVERY MEAL --I'M SURE TO WIN OUT IN THE END!

--AND J. JONAH JAMESON, THE PUBLIC-SPIRITED NEWSPAPER PUBLISHER AND PHILANTHROPIST HAS OFFERED A THOUSAND-DOLLAR REWARD FOR INFORMATION LEADING TO THE CAPTURE OF THE CAT BURGLAR...

A ***THOUSAND DOLLARS***-- TO BE PAID BY TIGHT-WAD JONAH! THAT'S ***MUSIC*** TO MY LITTLE SHELL-LIKE EARS!

JUST WAIT'LL HE LEARNS HE'LL HAVE TO PAY IT TO ***SPIDER-MAN!***

IN FACT, I'LL JUST DROP IN AND NEEDLE HIM A BIT NOW!

JOLTING OL' JONAH IS FAST BECOMING MY FAVORITE INDOOR SPORT!

AHHH, I'D RECOGNIZE THAT FLAT LITTLE HEAD OF HIS ***ANYWHERE!***

HI, CHUCKLES! I JUST DROPPED BY TO TELL YOU TO KEEP YOUR CHECK BOOK HANDY! I'M GONNA BRING YOU THAT CAT CHARACTER BEFORE YOU CAN SAY "ALL THE WAY WITH JJJ!"

SPIDER-MAN!

NOW ***THERE'S*** A SNAPPY COMEBACK!

WELL, I DON'T WANT TO HANG AROUND TOO LONG--YOU'RE SO CHARMING THAT I MAY GROW TO ***LIKE*** YOU--IN WHICH CASE I'D HAVE TO KILL MYSELF!

SO KEEP SMILING, BUDDY BOY!

STAY AWAY FROM THE CAT BURGLAR, DO YOU ***HEAR?*** KEEP ***OUT*** OF THIS! THE REWARD ISN'T FOR ***YOU***--!

YOU'RE SO ***MASTERFUL*** WHEN YOU'RE ANGRY!

IT'LL BE JUST MY LUCK THAT HE ***DOES*** CAPTURE THE CAT! I CAN SEE IT NOW-- HE'LL SWAGGER DOWN THE STREET WITH THE CROWDS CHEERING--!

I'LL HAVE TO PAY HIM THE REWARD-- IN FRONT OF THE TV CAMERAS--RIGHT OUT IN PUBLIC! HE'LL BE GLOATING BENEATH THAT UGLY MASK OF HIS!

$1,000 SPIDERMAN

AND, TO MAKE IT ***WORSE***, I'LL BE A LAUGHING STOCK BECAUSE OF THE WAY I'VE ALWAYS ATTACKED HIM IN MY NEWS-PAPERS! ***OHHH***--I'D RATHER GIVE THE REWARD TO THE ***CAT!***

THERE'S ONLY ONE THING TO DO!

FIND FOSWELL! GET HIM TO THE PHONE! I WANT TO TALK TO HIM! AND HURRY!

THIRTY SECONDS LATER...

FOSWELL, DROP EVERYTHING! USE ALL YOUR UNDERWORLD CONTACTS! YOU'VE GOT TO FIND THE CAT BURGLAR BEFORE SPIDER-MAN DOES!

I'LL DO MY BEST CHIEF!

WITH THE AID OF MY STOOL-PIGEON PATCH DISGUISE!

WHILE, SWINGING BLITHELY OVERHEAD, WE FIND...

THE TRAIL'S PRETTY COLD NOW! I'LL START SEARCHING FOR THE CAT AGAIN TOMORROW!

THIS IS AUNT MAY'S APPLE PIE NIGHT! I DON'T WANNA MISS IT!

THEN, AFTER A GOOD NIGHT'S SLEEP...

LEAVING SO EARLY, DEAR?

YES, AUNT MAY! I WANT TO CATCH BETTY BEFORE SHE GETS TO WORK!

AND THANKS AGAIN FOR THE APPLE PIE! IT WAS THE MOST!

THE MOST WHAT?

JUST AN EXPRESSION, AUNT MAY! S'LONG--!

I WANT TO TALK TO BETTY ALONE --BEFORE SHE REACHES THE OFFICE, SO WE WON'T BE INTERRUPTED BY JAMESON, OR THAT CHARM BOY, NED LEEDS!

HEY-- LOOK OUT! OH-- LIZ ALLAN!

PETEY! AS I LIVE AND BREATHE! I HAVEN'T SEEN YOU SINCE GRADUATION!

GEE, LIZ-- YOU'RE LOOKING GREAT! WHAT'S NEW? WHAT HAVE YOU BEEN DOING WITH YOURSELF?

OH, I'VE TAKEN A JOB! I'M A WORKING GIRL NOW! BUT, WHY BORE YOU WITH THE DETAILS! YOU DON'T HAVE TO PRETEND TO BE INTERESTED!

GEE, LIZ, I'M NOT PRETENDING--!

WELL, NEVER MIND ABOUT THAT! WOULD YOU DO ME A FAVOR, PETEY-- FOR OLD TIME'S SAKE?

SURE I WILL!

FLASH THOMPSON IS FOLLOWING ME, TO SEE WHERE I WORK! IF HE FINDS OUT, I'LL JUST NEVER GET RID OF HIM! WOULD YOU STALL HIM FOR A WHILE!

WHAT'S SHE DOIN' WITH PARKER?

IT'LL BE A PLEASURE!

WELL, WELL! IF IT ISN'T MY OLD SCHOOL CHUM AND IDOL-- MUSCLE-HEAD THOMPSON!

STEP ASIDE, STRINGBEAN, BEFORE I FINISH OFF SOMETHIN' I SHOULDA DONE WHILE WE WERE STILL IN HIGH SCHOOL!

AND, IF YOU'RE TRYIN' TO STOP ME FROM CATCHIN' UP TO ***LIZ***, I'LL ***PASTE*** YOU ONE!

ON THE ROOF-- BEHIND FLASH-- A MAN WITH A GUN-- THE ***CAT BURGLAR!*** OF ALL TIMES FOR HIM TO SHOW!

IN FACT, I OUGHTTA DO IT ***ANYWAY!***

IF I DIDN'T KNOW BETTER, SUNBEAM, I'D THINK YOU WERE ***THREATENING*** ME!

THAT'S THE ***SIZE*** OF IT, PARKER! I'M GONNA SHOW YOU WHAT HAPPENS TO WISEGUYS WHO TRY TO MAKE TIME WITH MY GIRL!

YOUR GIRL?!?! YOU'VE AS MUCH CHANCE WITH LIZ AS ***I*** HAVE WITH SOPHIA LOREN!

YEAH? WHEN I'M THRU LEANIN' ON YA, EVEN THE BRIDE OF FRANKENSTEIN WON'T GIVE YOU A SECOND LOOK!

WELL, DON'T WORRY ABOUT IT! SHE'S NOT MY TYPE, ANYWAY!

HEY! LET GO! ***UHHHH!***

GOOD! I WANT HIM TO REMEMBER I WAS HOLDING HIM-- WHEN HE WAKES UP!

I TAPPED HIM JUST GENTLY ENOUGH TO KEEP HIM QUIET FOR A FEW MINUTES!

THAT CAT BURGLAR IS TOO DANGEROUS TO BE ROAMING THE CITY ANY LONGER!

BOY, I'VE GOT MY COSTUME-CHANGING DOWN TO A REAL SCIENCE! I CAN SWITCH FROM PETER PARKER TO SPIDEY ALMOST AS QUICK AS A SNEEZE!

AND NOW TO STAKE MY CLAIM ON JAMESON'S THOUSAND DOLLAR REWARD BEFORE OL' JJ COMES TO HIS SENSES!

I WARNED YOU I'D GET EVEN WITH YOU! AND NOW--!

HOLD IT, BUSTER! LET'S ALLOW A COOLER HEAD TO PREVAIL!

SPIDER-MAN!

ZAP!

WOK!

WHAT HAPPENED TO YOUR CAT COSTUME? DID IT SHRINK WHEN YOU WASHED IT? I HAVE THAT SAME PROBLEM!

I-I CAN'T TELL YOU HOW GRATEFUL I AM! I WAS FORCED TO FIRE HIM THIS MORNING, WHEN I FOUND HIM STEALING, AND HE CAME BACK TO THREATEN ME!

DON'T WASTE THAT STORY ON ME! SEND IT TO A CONFESSION MAGAZINE!

HECK! IT WASN'T THE CAT BURGLAR AFTER ALL!

SECONDS LATER...

WOW! I ALMOST FORGOT ABOUT FLASH! HE'LL BE SNAPPING OUT OF IT SOON, SO I'D BETTER PROP HIM UP AND GO INTO MY ACT!

BLESS HIS LITTLE POINTY HEAD--I'VE NEVER SEEN HIM LOOKING SO PEACEFUL!

HEY! WHAT GIVES? WHAT HAPPENED? LEGGO, PANTYWAIST!

RELAX, DEADHEAD! WE JUST BUMPED OUR NOGGINS TOGETHER AND KNOCKED OURSELVES OUT FOR A MINUTE! BUT YOU'LL BE OKAY! NOTHING COULD HURT THAT THICK SKULL OF YOURS!

ANYWAY, IF YOU'RE SO ANXIOUS TO FIND HER, LIZ WORKS AT THE DILLON DEPARTMENT STORE!

HAH! I KNEW YOU WERE TOO CHICKEN TO HOLD OUT ON ME!

YOU'LL CHANGE YOUR NEANDERTHAL MIND WHEN YOU FIND OUT I LIED TO YOU, SONNY BOY!

MEANWHILE, AT THE HOME OF BETTY BRANT...

I-I JUST DON'T KNOW WHAT TO SAY, NED! OH, THERE'S THE PHONE!

DON'T TRY TO ANSWER ME NOW, BETTY! JUST THINK ABOUT IT! I'VE GOT TO RUN--I'M LATE FOR WORK!

RRRINNGG!

PETER! I'M SO GLAD YOU CALLED! I'M GOING TO WORK THIS AFTERNOON, BUT I'D LIKE TO SEE YOU AS SOON AS POSSIBLE!

YOU WOULD? STAY RIGHT THERE, BETTY! I'LL BE OVER IN TWO SHAKES!

HEY, YOU LOOK LIKE YOUR OLD SELF AGAIN-- AND THAT'S TOPS WITH ME! I'M GLAD YOU'RE FEELING OKAY NOW!

I-I'M ASHAMED OF MYSELF FOR BEING SO SHAKEN UP BY THE SCORPION THAT TIME-- BUT AT LEAST IT'S ALL OVER NOW!*

*THEY'RE REFERRING TO LAST ISSUE, NATCH! IF YOU MISSED IT, SHAME ON YOU!--STAN.

WELL, ANYWAY, LET'S HEAR WHAT'S ON YOUR MIND! SOMETHING IN YOUR TONE OF VOICE TELLS ME IT WON'T MAKE ME JUMP FOR JOY!

OH, PETER--I-I DON'T KNOW WHERE TO BEGIN--!

TRY THE BEGINNING --JUST FOR KICKS!

WELL, IN A NUTSHELL-- NED HAS ASKED ME TO MARRY HIM!

=WHEW=! NUTSHELL, MY FOOT! THAT'S A WHOLE PEANUT FACTORY!

I'VE GOT TO THINK FAST! NOW I HAVE TO TELL HER THAT I'M SPIDER-MAN! THEN, I'LL PROPOSE TO HER MYSELF!

I'LL APPROACH IT CASUALLY--DON'T WANT TO SHOCK HER TOO MUCH--!

NED'S A GOOD GUY, I GUESS! HE DID TRY TO HELP YOU AGAINST THE SCORPION! OF COURSE, HE'S NO SPIDER-MAN, BUT--

DON'T MENTION SPIDER-MAN! IF NED WERE ANYTHING LIKE HIM, I WOULDN'T EVEN CONSIDER HIS OFFER!

=ULP=!

I'VE HAD ENOUGH EXCITEMENT IN MY LIFE-- ENOUGH WORRIES! I STILL REMEMBER WHAT HAPPENED TO MY BROTHER! I COULD NEVER LOVE AN ADVENTURER--A MAN WHO RISKS HIS LIFE EACH DAY!

OHHH--I-I NEVER THOUGHT OF IT THAT WAY--!

I WANT A MAN WHO HAS A GOOD, STEADY JOB-- WHO COMES HOME EACH NIGHT, TO HIS PIPE, AND HIS PAPER--AND TO ME!

THAT'S WHAT FIRST ATTRACTED ME TO YOU, PETER! YOU WERE SO STUDIOUS--SO SINCERE! YOU WERE A GOOD STUDENT--A HARD WORKER--YOU EVEN WORKED AFTER SCHOOL, TAKING PICTURES, TO MAKE EXTRA MONEY!

WHY--WHY DO YOU LOOK THAT WAY? DID I SAY SOMETHING WRONG--?

NO--!

YOU DIDN'T SAY ***ANYTHING*** WRONG --NOT A ***THING!***

I GET THE PICTURE! ***NED LEEDS*** IS THE GUY FOR YOU-- I GUESS IT WAS ***ALWAYS*** HIM! HE'S JUST WHAT YOU WANT --A PLAIN, HARD-WORKING, AVERAGE JOE! WELL, GOODY FOR BOTH OF YOU!

GO AHEAD AND ***MARRY*** HIM! YOU PROBABLY ***DESERVE*** EACH OTHER! WHAT DIFFERENCE DOES IT MAKE TO ***ME?!!***

PETER! WHAT ARE YOU ***SAYING?!*** WAIT-- I DIDN'T MEAN TO--***PETER!*** DON'T GO--***PLEASE!***

SLAM!

IT'S ***YOU*** I LOVE! IT'S ***ALWAYS*** BEEN YOU! OH, PETER --WHY DIDN'T YOU LET ME EXPLAIN...

WHY WOULDN'T HE ***LISTEN?!*** WHAT IS IT THAT ALWAYS STANDS BETWEEN US? THE ONE SECRET HE KEEPS LOCKED WITHIN HIM--THE SECRET HE NEVER SHARES, OR TALKS ABOUT--!

AND, OUTSIDE THE HOUSE, A YOUTHFUL FIGURE STANDS-- OBLIVIOUS TO EVERYTHING SAVE THE ACHE IN HIS HEART...!

THAT TEARS IT FOR GOOD! IT'S OVER! I'VE ***LOST*** HER!

WHILE, IN THE OFFICE OF JONAH JAMESON...

EVERY TIME THAT BLASTED ***PHONE*** RINGS, I'M AFRAID IT'S THE NEWS THAT ***SPIDER-MAN*** HAS CAPTURED THE ***CAT!***

RINNG!

MR. JAMESON--THIS IS ***FOSWELL!*** NO--THERE ARE NO LEADS SO FAR, BUT I'LL KEEP AT IT!

DON'T COME BACK TILL YOU'VE FOUND THE CAT--NO MATTER ***HOW*** LONG IT TAKES! ***SLAM!***

IF I HAVE TO PAY THAT REWARD MONEY TO MY WORST ENEMY, I'LL NEVER LIVE IT DOWN! IT'S BAD ENOUGH SHELLING OUT A COOL GRAND TO ***ANYONE*** -- BUT TO ***SPIDER-MAN*** --OHHHH!

AND SO, THE VARIOUS CHARACTERS IN OUR DRAMATIC LITTLE WEB OF LIFE EACH GO THRU THEIR PACES UNDER THE GUIDANCE OF AN INSCRUTABLE FATE...

IF I HANG AROUND PLACES LIKE THIS LONG ENOUGH, I'LL GET A LEAD ON THE CAT SOONER OR LATER...!

WHILE, FOR A SADDENED PETER PARKER, THE SEARCH FOR THE *CAT* HAS BECOME ALMOST FORGOTTEN...

THERE'S NO WAY OUT! SHE'D NEVER HAVE ME AS I *AM*--AND I JUST *CAN'T* GIVE UP BEING SPIDER-MAN!

SO, SHE'LL END UP MARRYING LEEDS--AND LIVING THE QUIET, UNEVENTFUL LIFE SHE DREAMS OF! THERE'S ONLY ONE THING I'VE GOT TO FIGURE OUT--

--HOW DO I *FORGET* ABOUT--THE GIRL I LOVE??

CRACK!

A *SHOT!* THAT MEANS *TROUBLE!*

IT'S JUST WHAT I *NEED!* ACTION--WORK FOR *SPIDER-MAN!*

BANK ROBBERS! THIS IS ALMOST TOO GOOD TO BE TRUE!

KEEP RUNNIN'! WE'RE GETTIN' AWAY CLEAN AS A WHISTLE!

CORRECTION, FELLAS! DID YOU EVER HEAR OF A *DIRTY* WHISTLE??!

BEHIND US--! *LOOK OUT!* IT'S *SPIDER-MAN!*

WHO *SAID* THAT?

BEHIND US?? *WHERE?* I DON'T SEE ANYTHIN'!!

NEITHER DO *I*!

WHEEEOOOO! OL' SPIDEY *RIDES AGAIN!*

WE CAN'T LET HIM STOP US NOW! GET 'IM! WHOOOOP! WHERE'D HE GO??

DON'T WORRY-- I'LL BE RIGHT BACK! I WOULDN'T WANT YOU TO BE LONELY!

KRAK!

LOOK OUT, YA LAMEBRAIN! YOU ALMOST HIT ME!

KRAK!

I'M REALLY DOING YOU BOYS A FAVOR! WITH THE HIGH PRICE OF BULLETS TODAY, YOU'LL GO BROKE IF SOMEONE DOESN'T STOP YOU!

WONK!

THOK!

NOW, HOLD STILL, LITTLE CHUMS, AND I'LL HAVE YOU SAFELY BEHIND BARS BEFORE YOU KNOW IT!

H-HURRY! A JAIL CELL WOULD LOOK GOOD TO US AFTER THIS!

AND, AS THE INEVITABLE CROWD BEGINS TO GATHER, A CRUISING TRUCK SLOWS DOWN ACROSS THE STREET...

BLAST THE LUCK! SPIDER-MAN CAUGHT THE GANG WE HIRED TO PULL THAT BANK JOB FOR US!

I KNEW THE CAT SHOULDN'T HAVE TRUSTED ANYONE EXCEPT HIS OWN GANG!

GET GOING! I'LL HAVE TO REPORT THIS TO HIM RIGHT AWAY!

GOTCHA!

THEY BOTCHED THE CAPER, BOSS, BUT THERE'S ONE GOOD THING ABOUT IT! THEY'RE JUST HIRED HOODS! THEY WON'T BE ABLE TO SPILL THE BEANS ABOUT US!

THAT'S TRUE ENOUGH, BUT SPIDER-MAN IS BEGINNING TO BE A NUISANCE! IT MIGHT BE NECESSARY FOR ME TO TAKE STEPS TO STOP HIM BEFORE HE BECOMES TOO DANGEROUS TO MY FUTURE PLANS!

MINUTES LATER, A CRESTFALLEN YOUNG MAN WEARILY WENDS HIS WAY TO A QUIET LITTLE HOUSE IN FOREST HILLS...

A *TYPICAL* PARKER DAY! I LOST MY GIRL --COULDN'T FIND THE *CAT*-- AND DIDN'T EVEN HAVE A TOKEN FOR THE SUBWAY RIDE HOME!

WHILE, IN HER BEDROOM UPSTAIRS...

FOOTSTEPS! IT MUST BE PETER, RETURNING!

I MUSTN'T LET HIM REALIZE THAT I FELT SO DIZZY I HAD TO LIE DOWN...!

HI, AUNT MAY! GOT ANY OF THAT GROOVY APPLE PIE LEFT??

YES, DEAR-- IT'S IN THE FRIDGE!

GOOD! THAT'S FOR *ME*!

BY THE WAY, PETER--BETTY BRANT CALLED QUITE A FEW TIMES! SHE ASKED ME TO BE SURE TO HAVE YOU CALL HER WHEN YOU CAME IN!

OH *NO*!

WHAT'S THE USE OF PROLONGING THE AGONY! THERE'S NOTHING MORE THAT *EITHER* OF US CAN SAY! IT'S ALL OVER-- I MIGHT AS WELL LET IT *REMAIN* THAT WAY!

THEN, AFTER A PIECE OF APPLE PIE WHICH THE SADDENED YOUTH HAS EATEN OUT OF SHEER HABIT, HARDLY TASTING A MOUTHFUL...

AS YET, JONAH JAMESON'S THOUSAND DOLLAR REWARD FOR THE *CAT* IS STILL UNCLAIMED! HE HAS NOT BEEN HEARD FROM SINCE--

SURE! JUST MY LUCK--HE'S PROBABLY *RETIRED*!

BUT, *ANOTHER* IS WATCHING THAT SAME NEWSCAST--A COLD-EYED MAN CHORTLES IN GRIM SELF-SATISFACTION...

SO FAR, SO GOOD! NOBODY SUSPECTS THAT AN ORDINARY SECOND-STORY MAN LIKE *ME* IS ALSO THE UNCATCHABLE *CAT BURGLAR*!

THE POLICE CAN'T WATCH *EVERY* BUILDING IN TOWN! I OUGHTTA TRY ONE MORE HAUL BEFORE I DECIDE TO LAY LOW FOR A WHILE --JUST TO KEEP MY HAND IN!

YEP! THAT'S WHAT I'LL DO! I'LL GRAB ME A BUNDLE, AND THEN SETTLE DOWN AND DREAM UP A PLAN TO GET RID OF SPIDER-MAN!

LESSEE NOW --WHERE'S THE ONE PLACE THEY'D *LEAST* EXPECT THE CAT TO STRIKE--??

MINUTES LATER...

IT'S GETTING *DARK* NOW--SO IT'S TIME FOR THE *CAT* TO GO OUT ON THE PROWL!

THEY'LL *NEVER* BE ABLE TO CAPTURE ME! IF I CAN OUT-SMART *SPIDER-MAN*, I CAN GET AWAY FROM *ANYONE*!

MEANWHILE, AT A LOCAL UNDER-WORLD HANGOUT...

JJ? PATCH! I THINK I'VE GOT A LINE ON THE *CAT*!

THERE'S *ONE* SECOND-STORY MAN WHO HASN'T BEEN SEEN AROUND HERE LATELY--AND THE CAT HAS MOST OF HIS TRADEMARKS!

I CAN'T BE *SURE* YET, BUT I'LL CHECK HIM OUT! IF I GET ANY EVIDENCE, I'LL CALL YOU BACK AND TIP OFF THE POLICE!

YEAH! YEAH! SURE! SURE! DO THAT! DO THAT!

HAH! NOW WE'RE GETTING SOMEWHERE!

IF ONLY WE CAN NAB HIM BEFORE THAT WEB-HEADED WEASEL GETS INTO THE ACT!

AND, AT THE HOME OF THAT *"WEB-HEADED WEASEL"* (WHO SHALL BE NAMELESS!)...

I'M GOING TO VISIT MRS. WATSON FOR A WHILE, PETER DEAR... WOULD YOU LIKE TO COME ALONG?

NO, THANKS, AUNT MAY! ENJOY YOURSELF--I'LL BE OKAY!

UH OH! THAT'S PROBABLY *BETTY* AGAIN! I CAN'T PICK IT UP--I MIGHT SAY SOMETHING I'D REGRET!

RRNNGG!

PETER *MUST* BE HOME BY NOW! WHY DOESN'T HE ANSWER THE PHONE? WHY WON'T HE *TALK* TO ME??

BZZZZ BZZZZ

I CAN'T *TAKE* IT! IF I STAY THERE, I WON'T BE ABLE TO HELP MYSELF--I'LL *HAVE* TO PICK IT UP!

I'LL GET OUT OF THE HOUSE! IT'S THE ONLY WAY!

RING!

SECONDS LATER, THE MOST DRAMATIC FIGURE IN ALL ADVENTUREDOM TAKES TO THE ROOFTOPS AGAIN...

I'LL KEEP PATROLLING THE CITY--SEARCHING FOR THE *CAT!* I'VE *GOT* TO DO SOMETHING--*ANYTHING*--TO KEEP MY MIND OFF *BETTY!*

AND, AS LUCK WOULD HAVE IT...

THIS HANDY LITTLE COLLAPSIBLE JIMMY OUGHT TO GET THIS WINDOW OPEN FOR ME!

HEY! WHAT'S GOING *ON* THERE? OUR WINDOWS WERE JUST WASHED *YESTERDAY!*

WAIT A MINUTE! YOU'RE NO WINDOW WASHER--!

YOU'RE--THE *CAT!!*

OF ALL THE CRUMMY LUCK!

HELP! POLICE! HURRY--HE'S GETTING *AWAY!*

I HADDA PICK THE *ONE* BUILDING WHOSE WINDOWS WERE JUST WASHED YESTERDAY!

I *THOUGHT* I HEARD SHOUTING FROM AROUND THE CORNER! SAY--WHAT ARE ALL THE *SPOTLIGHTS* FOR??

THE WAY MY LUCK'S BEEN RUNNING, IT'S PROBABLY JUST THE PREMIERE OF SOME NEW *MOVIE!*

ATTENTION, VIEWERS! WE'RE BRINGING YOU ON-THE-SPOT COVERAGE OF A *POLICE DRAGNET,* IN THIS SPECIAL PUBLIC AFFAIRS TELECAST!

THE NOTORIOUS *CAT BURGLAR,* FOR WHOM ONE OF HIS VICTIMS, J. JONAH JAMESON, HAS OFFERED A THOUSAND DOLLARS REWARD, HAS BEEN REPORTED IN THIS AREA! THE STREET IS CORDONED OFF, AND--

KEEP THE CAMERA ON THAT BUILDING, JOE! IT'S THE PLACE WHERE HE WAS LAST SPOTTED! STEADY NOW--!

TRAIN THOSE LIGHTS ON EVERY INCH OF THIS STREET! HE WON'T ESCAPE US *THIS* TIME!

TV

AND, ALONE IN HIS OFFICE, J. JONAH SETTLES BACK WITH A HAPPY HEART, FOR THE FIRST TIME IN HOURS...

AHHH -- I'VE GOT IT *MADE* NOW! THERE'S THE *CAT*, TRYING TO DODGE THE SPOTLIGHTS!

HE HASN'T GOT A *CHANCE!*

WAIT A MINUTE!!! THE LIGHTS HAVE PICKED UP *ANOTHER* FIGURE!

IT LOOKS LIKE-- IT-IT *CAN'T* BE-- -ULP- IT *IS!* IT'S *SPIDER-MAN!*

GET *AWAY* FROM THERE!! QUIT BUTTING IN! IT'S NOT *YOUR* FIGHT! GO *AWAY!!*

WHY DID THIS *HAPPEN* TO ME? EVERYTHING WAS GOING SO *WELL!!* WHY AM I ALWAYS PLAGUED BY THAT WEB-HEAD?? WHY? *WHY?* *WHY??*

WITHER *THOU* GOEST, *I* GO, PUSSYCAT!

OF ALL THE CRUMMY LUCK! AS IF IT'S NOT BAD ENOUGH HAVING THE *POLICE* ON MY TAIL, NOW I'VE GOT *SPIDER-MAN* CHASING AFTER ME! I'LL HAVE TO *OUTSMART* HIM, SOMEHOW!

HAH! YOU DIDN'T *EXPECT* ME TO TURN SO SUDDENLY AND SHINE A BLINDING *BEAM* IN YOUR EYES!!

TO TELL THE *TRUTH*, LOUD-MOUTH-- I *DIDN'T!*

I WAS CARELESS! THE *CAT* IS NOBODY'S FOOL!

HE'S SWINGING A ROPE AT ME-- WITH A GRAPPLING HOOK AT ONE END!

I'VE GOT TO *DODGE* IT, EVEN THOUGH THE SUDDEN MOVE WILL SEND ME HURTLING OVER THE LEDGE!

HAH! THE GREAT *SPIDER-MAN*, DEFEATED BY A SIMPLE EVERY-DAY DEVICE WHICH I USE IN PLYING MY "TRADE"!!!

DEFEATED?? BITE YOUR TONGUE, CHUM! I'LL BE BACK FOR MORE PLAYTIME BEFORE YOU KNOW IT!

I FORGOT HOW *AGILE* HE IS --HOW HE CAN CLING TO WALLS!!

BUT, I'M NOT ABOUT TO GIVE UP *YET!* LUCKY I'VE GOT THIS EXPLOSIVE, WHICH I USE TO BLOW OPEN VAULT DOORS!

IF I SET IT OFF IN TIME, IT SHOULD *STOP* SPIDER-MAN --*FOREVER!*

READY OR NOT, HERE I COME--!

AND, ANYONE AROUND MY BASE IS *IT!*

PHOOOM!

HEY!! HOLY SMOKE-- WHAT GAME ARE *YOU* PLAYING ??!

SOMETHING TELLS ME I'VE WORN OUT MY WELCOME WITH THAT GUY!

SORRY I COULDN'T HANG AROUND, KITTY-CAT, BUT LOUD NOISES GIVE ME A SPLITTING HEADACHE!

KRASSSH!

LUCKY THE STREET WAS CORDONED OFF! NO ONE'S APT TO BE INJURED BELOW!

IF I DIDN'T KNOW BETTER, I'D SUSPECT YOU OF HARBORING A DEEP-SEATED *HOSTILITY* TOWARDS ME!

ISN'T THERE *ANY* WAY TO GET RID OF HIM??

IF YOU'RE *DETERMINED* TO PLAY FOLLOW-THE-LEADER, CAN'T YOU TRY SOME MORE *INTERESTING* STUNTS??

I'VE TRIED EVERY-THING ELSE-- BUT ONE THING THAT *WON'T* FAIL IS-- MY *GUN!*

I KNEW IT! YOU'RE DEFINITELY ANTI-SOCIAL!

THWIP!

BLAST IT! HE MOVES LIKE HE'S ON STRINGS!

BUT, I'LL GET HIM YET!

THE ONLY REASON I'M NOT LOSING MY TEMPER IS-- IT'S HARD TO GET ANGRY AT SOMEONE WHO'S WORTH A THOUSAND DOLLARS TO ME!

I'VE GOT TO MAKE HIM USE UP HIS AMMO, AND THEN-- KA-POW!

CAT! THROW DOWN YOUR GUN AND SURRENDER! YOU HAVEN'T A CHANCE!

COPS!! WHILE I WAS CONCENTRATING ON SPIDER-MAN, THEY MANAGED TO REACH THE ROOFS AHEAD OF ME!

NOW I'M REALLY IN FOR IT!

THAT'S THAT! TOO MUCH LEAD FLYING AROUND UP THERE FOR COMFORT! I'LL JUST GET OUT OF THE LINE OF FIRE FOR A WHILE!

I DON'T WANNA BE ONE OF THOSE INNOCENT BYSTANDERS I SOMETIMES READ ABOUT!

I'LL BE SURROUNDED IN A FEW MORE SECONDS! BUT, MAYBE I CAN STILL SCHEME MY WAY OUT OF THIS--!

I'LL SET OFF ANOTHER CHARGE OVER HERE, AND TRY TO ESCAPE UNDER COVER OF THE SMOKE!

SHOOSH!
THAT WON'T HELP YOU, CAT!
LET'S CLOSE IN-- QUICK!
WHAT HAPPENED TO HIM?
I DON'T KNOW! HE DIDN'T GET PAST ME!
NOR ME!
HE DIDN'T RUN THIS WAY--!
HE COULDN'T HAVE JUST VANISHED! HE'S GOT TO BE HERE SOMEWHERE!
SURE-- BUT WHERE ??
THAT SINKS IT! IT'S ONLY A MATTER OF TIME BEFORE THEY REALIZE WHERE HE'S HIDING...!
SO, HERE'S WHERE I KISS THAT REWARD MONEY GOODBYE!
SAY! THERE'S STILL ONE PLACE WE HAVEN'T LOOKED--!
THERE IS? WHERE'S THAT, CHARLIE?
SEEMS TO ME WE'VE SEARCHED EVERYWHERE!
WE DIDN'T NOTICE IT BECAUSE WE'RE PRACTICALLY STANDING ON TOP OF IT!
HEY! I SEE WHAT YOU MEAN!
WHAT'S THIS PIECE OF ROPE DOING HERE? LET'S CUT IT AND SEE WHAT HAPPENS!
NO! NO! I'LL COME UP! I'LL COME UP!
KINDA THOUGHT YOU WOULD!
NUTS! BETWEEN YOU EAGER BEAVERS, AND SPIDER-MAN, A FELLA CAN'T EARN A SIMPLE DISHONEST BUCK ANY MORE!
DON'T TELL US, FELLA! WHERE YOU'RE GOING, THERE'LL BE A NICE, SYMPATHETIC WARDEN TO LISTEN TO ALL YOUR COMPLAINTS!

AND, AS THE NOW-SUBDUED CAT BURGLAR IS QUIETLY LED AWAY...

ANYWAY, IT WON'T BE A *TOTAL* LOSS! I'LL BE ABLE TO SELL THESE PHOTOS OF THE CAT'S CAPTURE TO JOLLY JONAH FOR A TIDY SUM!

THOUGH I SURE HATE TO SEE THAT LUCKY GUY GET OFF THE HOOK WITH THE REWARD SO EASILY!

AND, IN JAMESON'S OFFICE...

-*WHEW*-! SO, THE GOOD GUYS *DO* WIN OUT IN THE END, AFTER ALL! EVERY-THING TURNED OUT FINE FOR ME, AT LAST! I GUESS IT'S BECAUSE I'M SUCH A KINDLY, LOVABLE CHARACTER!

LATER, WHEN PETER BRINGS THE NEWLY-DEVELOPED PHOTOS TO THE "*DAILY BUGLE*" OFFICES...

PETER! I'VE BEEN *HOPING* YOU'D DROP BY! I SIMPLY *MUST* TALK TO YOU--!

WHY BOTHER, BETTY! THERE'S NOTHING MORE FOR US TO SAY! LEEDS PROPOSED TO YOU-- AND HE'S THE KIND OF GUY YOU *WANT!* SO, LET'S JUST LEAVE IT AT THAT!

NOT BAD, PARKER-- NOT BAD! OF COURSE, THEY'RE NOT WORTH MUCH IN COLD CASH, BUT I CAN AFFORD TO BE GENEROUS, SEEING I SAVED THE REWARD MONEY!

PAY ME WHATEVER YOU WANT TO, MR. JAMESON! I DON'T CARE! NOTHING SEEMS TO MATTER MUCH --ANY MORE--!

AND SO, WE TAKE OUR LEAVE OF PETER PARKER FOR NOW, AS HE AND THE GIRL HE LOVES GO THEIR SEPARATE WAYS-- BOTH TRAGICALLY KEPT APART BY THE MYSTERIOUS, EVER-PRESENT FIGURE WHOM THE WORLD KNOWS ONLY AS-- *SPIDER-MAN!*

The END

The Amazing Spider-Man #27, page 16 original art
by Steve Ditko

SPIDERMAN 27

THEN, AS SPIDEY HEADS FOR HOME IN HIS SOMEWHAT UNIQUE MANNER...

OH WELL, THERE'S NOTHING MORE THAT CAN HAPPEN TO-- OH NO!! THIS IS THE LAST STRAW!

SINCE I GOT IT WET, THIS CRUMMY, STORE-BOUGHT COSTUME IS BEGINNING TO SHRINK ON ME!

I MIGHT AS WELL GET OUT OF IT WHILE I CAN!

YEEOWWWWTCH! IT FEELS LIKE I'M PULLING HALF OF MY SCALP OFF WITH IT!

THAT'S THE LAST TIME I EVER BUY A COSTUME AT A RUMMAGE SALE!

WHAP

THEN, AFTER MAKING A QUICK CHANGE...

BUT I THINK I'LL TAKE IT ALONG WITH ME! I MAY JUST BE ABLE TO FIND A USE FOR IT!

9¼

AND SO, A SHORT TIME LATER, IN PETER PARKER'S CELLAR DARKROOM...

HMMM... LET'S SEE NOW...!

THIS'LL BE A GOOD TIME TO PICK OUT THE BEST PICTURES TO SELL TO JONAH JAMESON--WHILE AUNT MAY ISN'T IN!

BUT, COME TO THINK OF IT, WHY SHOULD I ALWAYS SELL A NO-GOODNIK LIKE HIM MY BEST PIX?

I THINK I'LL TRY ANOTHER NEWSPAPER THIS TIME!

16

Courtesy Heritage Auctions

The Amazing Spider-Man #29, page 5 original art
by Steve Ditko

#290 J.T.

7.

SPIDERMAN

BUT, THERE MUST BE SOME WAY FOR ME TO *TRICK* HIM INTO HELPING ME! AND, I THINK I KNOW WHAT IT *IS*...!

MISS BRANT, CALL THE PRESS ROOM! HAVE THEM GET READY FOR AN *EXTRA*!

I HAVEN'T A MINUTE TO LOSE! THE SCORPION COULD STRIKE AT *ANY* TIME!

AND, IF MY PLAN DOESN'T WORK, I'M *DOOMED*... DOOMED BY THE VERY CREATURE I MYSELF UNTHINKINGLY HELPED TO *CREATE*!

BUT, EVEN AS THE DESPERATE PUBLISHER CONSPIRES TO MAKE SPIDER-MAN COME TO HIS AID, THE WORLD'S MOST AMAZING ADVENTURER IS ALREADY ATTEMPTING TO DO THAT VERY THING...!

INSTEAD OF TRYING TO FIND THE SCORPION, I'LL LET *HIM* FIND *ME* IT'LL BE EASIER THIS WAY!

I'LL SIMPLY SHOW MYSELF SWINGING THROUGH THE CITY UNTIL HE ATTACKS!

JUST A FUN-LOVING, TEEN-AGE TARGET, THAT'S *ME*!

I'LL CONFINE MYSELF TO THIS ONE AREA! HE'S BOUND TO LEARN THAT I'M HERE, AND THEN, HE'LL COME RUNNING!

IF HE'S AS TOUGH TO BEAT *NOW* AS HE WAS LAST TIME, I OUGHTTA HAVE MY HEAD EXAMINED FOR DOING THIS!

5.

The Amazing Spider-Man #29, page 9 original art
by Steve Ditko

BIOGRAPHIES

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust out into the post-Depression wartime economy. Through family connections, he was able to land a job with Martin Goodman's comic-book publishing start-up, Timely Comics, as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so when his first professional writing job came, in the form of a humble two-page text story in *Captain America Comics* #3, he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

But the world of comics managed to keep Stan Lee constantly employed. His proficiency on the job got him the position of managing editor at an extremely young age. He graduated from simple text pieces to full-length stories in *All-Winners*, *USA Comics*, and other Timely anthologies. His tenure in the '50s saw him expand the company (now called Atlas Comics) output to include more genre experimentation, with westerns, war, horror and crime comics.

All this activity was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists topped off by the formidable talents of Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to do something to find a way to revitalize dwindling sales, Stan figured he would co-opt the successful super-hero revival at competitor DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Stan's Marvel Age heroes would be normal, fallible, imperfect people, forced to cope with their newfound superhuman traits just like the average person might.

Stan's innovation sent shock waves through the comics industry, and within a few years, Marvelmania was taking hold: unlike other fads of the time, it wasn't letting go. Under his direction, creations like Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and Incredible Hulk flourished in the shared universe they inhabited. Stan developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus exploding the story possibilities for the kids who became eager fans.

In addition to bringing a new twist to the life of the super hero, Stan also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads, and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Stan wrote virtually every comic that appeared from Marvel during the 1960s. But when he was promoted to Publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Stan has returned to write scripts for the odd single issue or series, focusing on Marvel's ventures into television and movie development. To this day, he remains Marvel Comics' single greatest ambassador to the world.

STEVE DITKO

The inscrutable Steve Ditko began his career in comics in the 1950s, drawing for Charlton Comics and some of the usual science fiction, horror and mystery titles of the era. His style, however, was anything but "the usual," and it would prove to be as instantly recognizable as some of the iconic characters he would have a hand in creating. His clean and lean figure work somehow took on a life singularly its own, often springing idiosyncratically across spare backgrounds, channeling the kind of comic art energy that few others dared to attempt.

Born in Pennsylvania in 1927, he studied illustration under Jerry Robinson at the Cartoonists and Illustrators School in New York. Through the early 1950s, he embarked on his career in comic storytelling by penciling the odd, otherworldly tales of books like *Space Adventures* and *Strange Suspense Stories* for Charlton. His reputation grew as a draftsman who mixed powerfully evocative images into otherwise standard comics fare.

Recruited to join Stan Lee's Atlas Comics in 1958, Steve's nuances were a noticeable contrast to Jack Kirby's bombast, and together they acted as the prime movers that artistically guided the new comics group. New titles like *Tales to Astonish* and *Tales of Suspense* joined overhauled titles like *Journey Into Mystery* and *Strange Tales*, with Steve's eerie, *Twilight Zone*-tinged shorts adding a hint of ominous paranoia to the overall texture of those anthologies. His style was so one-of-a-kind that he eventually got a "monster book" to call completely his own: In 1961, *Amazing Adventures* was retitled *Amazing Adult Fantasy* and given over completely to Steve and his profoundly wild imagination.

But it was a certain wall-crawler who premiered later the next fall that would confirm Steve Ditko's place in comics history. In 1962, in the pages of *Amazing Fantasy*, he and Stan Lee brought to life Peter Parker, the Amazing Spider-Man. The troubled teen hero proved so popular that he was given his own series, the first 38 issues of which are ensconced as one of the all-time great sequences in comics history. Spider-Man is one of the world's most recognizable icons, and it was Steve who articulated the look and feel of the web-spinner. Another co-creation, Dr. Strange, was an incredible influence on artists for years to come, with Ditko's mind-bending delineations of the Master of the Mystic Arts setting all kinds of standards for pop art psychedelia.

Leaving Marvel Comics under still unexplained circumstances in 1966, he worked for Charlton again, drawing titles like *Captain Atom* and *Blue Beetle*. In the 1970s, he worked for DC, creating *Shade, the Changing Man*, and independently published tales of his character, "Mr. A," who exemplified Ditko's firm belief in Objectivism. In the latter part of his career, he returned to Marvel, working there in the late '70s and throughout the '80s. As of this writing, Steve is retired from professional comics work.

Biographical material researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

ALSO AVAILABLE IN HARDCOVER

THE AMAZING SPIDER-MAN VOLS. 1-13
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-11
THE BLACK PANTHER VOL. 1
CAPTAIN AMERICA VOLS. 1-6
CAPTAIN MARVEL VOLS. 1-4
DAREDEVIL VOLS. 1-6
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-2
DOCTOR STRANGE VOLS. 1-5
THE FANTASTIC FOUR VOLS. 1-13
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-6
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-7
IRON FIST VOL. 1
MARVEL TEAM-UP VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-11
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-3
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

MARVEL

COLLECTING *THE AMAZING SPIDER-MAN* #20-30 & *ANNUAL* #2